

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | |
|---|------------------|
| Total amounts awarded in all prior Applications: | \$0 |
| Total fees requested in this Application: | \$3,610,836.00 |
| Total professional fees requested in this Application: | \$3,525,497.00 |
| Total actual professional hours covered by this Application: | 3,869.20 |
| Average hourly rate for professionals: | \$911.17 |
| Total paraprofessional fees requested in this Application: | \$85,339.00 |
| Total actual paraprofessional hours covered by this Application: | 270.00 |
| Average hourly rate for paraprofessionals: | \$316.07 |
| Reimbursable expenses sought in this Application:² | \$37,756.86 |
| Total to be Paid to Priority Unsecured Creditors: | To Be Determined |
| Anticipated % Dividend to Priority Unsecured Creditors: | To Be Determined |
| Total to be Paid to General Unsecured Creditors: | To Be Determined |
| Anticipated % Dividend to General Unsecured Creditors: | To Be Determined |
| Date of Confirmation Hearing: | To Be Determined |
| Indicate whether plan has been confirmed: | No |

² This amount includes \$12,366.14 of out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee. Expense reports for such expenses are included within Exhibit H. This amount additionally reflects an aggregate voluntary reduction of \$2,085.30 in this Application from Akin Gump's reimbursement requests made in the Prior Fee Statements on account of certain duplication expenses, as set forth in Exhibit F.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-36313 (DRJ)
)

) (Jointly Administered)
)
)

**FIRST INTERIM FEE APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD
LLP FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM DECEMBER 3, 2019 THROUGH FEBRUARY 29, 2020**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE APPLICANT TO RESOLVE THE DISPUTE. IF YOU AND THE APPLICANT CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE APPLICANT. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 14 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), submits this *First Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP for Allowance and Payment of Fees and Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from December 3, 2019 through February 29, 2020* (the “Application”) for interim allowance of fees in the amount of \$3,610,836.00 and reimbursement of expenses in the amount of \$37,756.86 for the period from December 3, 2019 through February 29, 2020 (the “Compensation Period”). In support of this Application, Akin Gump respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and other bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), Rule 17 of the Court Procedures for this Court (the “Court Procedures”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580] (the “Interim Compensation Order”), and the applicable provisions of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”).

BACKGROUND

A. The Debtors' Chapter 11 Cases

4. On November 12, 2019 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108. No trustee or examiner has been appointed in these chapter 11 cases.

5. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court's *Order Directing Joint Administration of Chapter 11 Cases* [Docket No. 9] entered on November 12, 2019.

6. On November 22, 2019 (the "Committee Formation Date"), the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") appointed seven of the Debtors' unsecured creditors to serve as members of the Committee [Docket No. 288]. The Committee is currently comprised of the following members: (i) The Bank of New York Mellon Trust Company, N.A., as indenture trustee; (ii) California Dairies, Inc.; (iii) Central States, Southeast and Southwest Areas Pension Fund; (iv) Consolidated Container Company LP; (v) Land O'Lakes, Inc.; (vi) Pension Benefit Guaranty Corporation; and (vii) Select Milk Producers, Inc.

7. On December 20, 2019, the Court entered the Interim Compensation Order.

B. Retention of Akin Gump as Counsel to the Committee

8. On December 3, 2019, the Committee selected Akin Gump to serve as counsel to the Committee. On December 6, 2019, the Committee selected Berkeley Research Group, LLC ("BRG") to serve as its financial advisor and selected Miller Buckfire & Co. LLC and Stifel, Nicolaus & Co., Inc. (together, "Miller Buckfire") to serve as its investment banker.

9. The Committee's retention of Akin Gump was approved *nunc pro tunc* to December 3, 2019 by this Court's *Order Authorizing the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al. to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to December 3, 2019* dated February 19, 2020 [Docket No. 958] (the "Retention Order"). The Retention Order authorizes Akin Gump to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

10. On February 28, 2020, Akin Gump filed the *First Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors from December 3, 2019 through December 31, 2019* [Docket No. 1019] (the "First Fee Statement"). Pursuant to the First Fee Statement, Akin Gump sought payment of (i) \$1,002,469.20 (80% of \$1,253,086.50) as compensation for professional services rendered and (ii) \$25,957.00 for reimbursement of expenses incurred,² during the period from December 3, 2019 through December 31, 2019 (the "First Fee Period"). There were no objections to the First Fee Statement and, on March 24, 2020, Akin Gump received payment of \$1,028,426.20 (representing 80% of the fees and 100% of the expenses invoiced for the First Fee Period).

11. On March 20, 2020, Akin Gump filed the *Second Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors from January 1, 2020 through January 31, 2020* [Docket No. 1189] (the "Second Fee Statement"). Pursuant to the Second Fee Statement, Akin Gump sought payment of (i) \$1,053,548.80 (80% of \$1,316,936.00)

² This amount includes \$12,366.14 of out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee. Expense reports for such expenses are included within Exhibit H.

as compensation for professional services rendered and (ii) \$6,331.72 for reimbursement of expenses incurred during the period from January 1, 2020 through January 31, 2020. As of the date of this Application, there have been no objections to the Second Fee Statement. As of the date of this Application, Akin Gump has not received any payments in respect of the Second Fee Statement.

12. On March 24, 2020, Akin Gump filed the *Third Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors from February 1, 2020 through February 29, 2020* [Docket No. 1212] (the “Third Fee Statement” and, together with the First Fee Statement and the Second Fee Statement, the “Prior Fee Statements”). Pursuant to the Third Fee Statement, Akin Gump sought payment of (i) \$832,650.80 (80% of \$1,040,813.50) as compensation for professional services rendered and (ii) \$7,553.44 for reimbursement of expenses incurred during the period from February 1, 2020 through February 29, 2020. As of the date of this Application, there have been no objections to the Third Fee Statement. As of the date of this Application, Akin Gump has not received any payments in respect of the Third Fee Statement.

13. Pursuant to this Application, Akin Gump seeks interim approval and payment of fees and expenses that were requested pursuant to the Prior Fee Statements, less reductions made in this Application. A monthly summary of amounts billed by Akin Gump during the Compensation Period and paid as of the date hereof is set forth in the following chart:

| Period | Fees Incurred | Fees Requested (80%) | Fees Paid | Expenses Incurred | Expenses Paid | Balance (Fees & Expenses) |
|--------------------|-----------------------|-----------------------|-----------------------|--------------------|--------------------|---------------------------|
| 12/3/19 – 12/31/19 | \$1,253,086.50 | \$1,002,469.20 | \$1,002,469.20 | \$25,957.00 | \$25,957.00 | \$250,617.30 |
| 1/1/20 – 1/31/20 | \$1,316,936.00 | \$1,053,548.80 | \$0.00 | \$6,331.72 | \$0.00 | \$1,323,267.72 |
| 2/1/20 – 2/29/20 | \$1,040,813.50 | \$832,650.80 | \$0.00 | \$7,553.44 | \$0.00 | \$1,048,366.94 |
| Total | \$3,610,836.00 | \$2,888,668.80 | \$1,002,469.20 | \$39,842.16 | \$25,957.00 | \$2,622,251.96 |

C. U.S. Trustee Guidelines

14. With respect to fees incurred during the Compensation Period, Akin Gump responds to the following questions set forth in the U.S. Trustee Guidelines as follows:

| Question | Response |
|--|---|
| Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. | No. |
| If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? | N/A. |
| Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? | No. |
| Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees. | Yes. During the Compensation Period, 64.30 hours and \$50,767.50 in fees were spent reviewing time records for privileged and confidential information and compliance with the U.S. Trustee Guidelines. |
| Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. | See above. |
| Does the fee application include any rate increases since retention in this case? | Yes. Akin Gump disclosed in the Akin Gump Retention Application the hourly rates charged at the time of its retention and the hourly rates to be charged beginning in January 2020. |

15. The compensation requested in connection with the services provided during the Compensation Period are supported by the following Exhibits³ annexed hereto:

- (a) Exhibit A contains a disclosure of “customary and comparable compensation.”

³ Exhibits A-E are patterned on the U.S. Trustee Guidelines.

- (b) Exhibit B contains a summary of Akin Gump timekeepers included in this Application.
- (c) Exhibit C contains Akin Gump's budget for the Compensation Period.
- (d) Exhibit D contains a summary of compensation requested by project category.
- (e) Exhibit E is a cover sheet summarizing the fees and expenses paid to date and the balance of fees and expenses for which interim allowance and payment is requested in this Application.
- (f) Exhibit F is a chart summarizing the expenses for which allowance is sought in this Application by category.
- (g) Exhibit G is a chart summarizing fees and expenses that have paid been to date and those that remain outstanding.
- (h) Exhibit H contains copies of the Prior Fee Statements submitted by Akin Gump during the Compensation Period, which include detailed descriptions of fees and expenses incurred during the Compensation Period and narrative descriptions of the services rendered by each timekeeper.

FEES AND EXPENSES

16. A summary of Akin Gump's hourly fees by timekeeper is attached as Exhibit B and detailed records of fees and expenses incurred during the Compensation Period, including expenses of Committee members incurred in connection with their service on the Committee, are included with the Prior Fee Statements attached as Exhibit H. A summary of expenses incurred by Akin Gump and members of the Committee during the Compensation Period is attached as Exhibit F. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services. Akin Gump does not charge for facsimile transmissions.

SUMMARY OF SERVICES RENDERED BY PROJECT CATEGORY

17. During these chapter 11 cases, Akin Gump has rendered services to the Committee as requested and as appropriate in furtherance of the interests of unsecured creditors. The variety and complexity of the issues in these cases and the need to act or respond to issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by

Akin Gump personnel from several legal disciplines on an as-needed basis. Among other things, Akin Gump advised the Committee on a regular basis with respect to issues in connection with these chapter 11 cases, prepared and filed applications and pleadings submitted to the Court for consideration, attended hearings and presented on behalf of the Committee, analyzed issues arising in connection with these cases, engaged with the Debtors and other parties in interest with respect to such issues, and performed all other necessary professional services, which are described in detail herein.

18. Akin Gump provided extensive services to the Committee, which are separated into the major billing categories identified below. In classifying the services provided by Akin Gump into task codes, Akin Gump attempted to place the services performed in the category that best relates to the services provided.

19. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Akin Gump's time records attached as Exhibit H. Instead, the summary of services highlights certain of those areas in which significant services were rendered to the Committee.

(a) **General Case Administration – Task Code 2 (Fees: \$219,273.00; Hours: 255.10)**

20. This category includes all matters related to, among other things: (a) analyzing strategy and various case issues; (b) initial case research and background, including review and analysis of first-day motions and orders and communications with the Debtors' professionals to attempt to resolve issues related thereto consensually; (c) preparing task lists; (d) preparing, filing and monitoring initial administrative pleadings, including *pro hac vice* motions and notices of appearances; (e) holding weekly update calls with the Debtors' counsel to discuss outstanding

issues and upcoming matters; and (f) performing other necessary administrative tasks. This category also includes discussions with BRG and Miller Buckfire and various internal communications concerning general status updates on an as-needed basis, and attending to issues to ensure efficient and timely completion of the many tasks necessary to represent the Committee effectively and efficiently.

21. In addition, Akin Gump regularly monitored the docket for these chapter 11 cases to track the filing of pleadings and to remain apprised of critical matters. For each significant pleading filed, Akin Gump attorneys ensured that the Committee and any other appropriate parties were notified of the filed documents, relevant objection and response deadlines, hearing dates, and any other critical dates, and prepared summaries of such pleadings where appropriate.

(b) **Akin Gump Fee Application/Monthly Billing Reports – Task Code 3 (Fees: \$65,142.00; Hours: 83.70)**

22. This category includes time spent: (a) reviewing the Debtors’ *Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 337] and negotiating certain terms of the Interim Compensation Order; (b) reviewing applicable local rules and complex chapter 11 procedures regarding allowable fees and expenses and the U.S. Trustee Guidelines; (c) reviewing invoices for privilege and confidentiality and compliance with the U.S. Trustee Guidelines; and (d) preparing Akin Gump fee statements pursuant to the Interim Compensation Order.

(c) **Review/Preparation of Schedules, Statements – Task Code 5 (Fees: \$25,395.00; Hours: 29.70)**

23. This category includes time spent reviewing, analyzing, and summarizing the Schedules of Assets and Liabilities and the Statements of Financial Affairs filed by the Debtors (collectively, the “Schedules and Statements”). Akin Gump attorneys communicated with BRG and the Debtors’ advisors regarding specific issues identified over the course of its review of the

Schedules and Statements, and worked with BRG to present an analysis of the Schedules and Statements to the Committee.

(d) **Retention of Professionals – Task Code 6 (Fees: \$205,277.50; Hours: 323.80)**

24. This category includes time spent drafting, negotiating, reviewing, analyzing and summarizing the applications for the retention and employment of professionals in these chapter 11 cases. Specifically, this category includes efforts by Akin Gump attorneys to retain the Committee’s professionals and to evaluate the various retention applications filed by the Debtors’ professionals.

25. *Retention of Committee Professionals.* During the Compensation Period, Akin Gump attorneys drafted and prepared the application to retain Akin Gump as counsel to the Committee [Docket No. 632] (the “Akin Gump Retention Application”). Preparation of the Akin Gump Retention Application included the review and analysis of conflict reports. The Retention Order granting the Akin Gump Retention Application was entered on February 19, 2020 [Docket No. 958]. Akin Gump attorneys also organized, prepared for and participated in pitches by potential financial advisors and investment bankers to the Committee on December 6, 2019. Following the pitches and the Committee’s deliberation, the Committee retained BRG as its financial advisor and Miller Buckfire as its investment banker. Subsequently, Akin Gump attorneys reviewed and commented on the BRG and Miller Buckfire retention applications that were filed on January 3, 2020.⁴ Akin Gump attorneys also assisted BRG and Miller Buckfire with negotiating revised forms of order with the U.S. Trustee and with preparing a certificate of no objection for each proposed retention order. Orders approving the retentions of BRG and Miller

⁴ See Docket Nos. 637 and 638.

Buckfire were entered on March 4, 2020 [Docket No. 1040] and March 19, 2020 [Docket No. 1174], respectively.

26. ***Retention of Debtors' Professionals.*** On November 27, 2019, the Debtors filed an application to retain Evercore Group L.L.C. ("Evercore") as their investment banker [Docket No. 338] (the "Evercore Retention Application"). During the Compensation Period, Akin Gump, together with Miller Buckfire, analyzed the terms of the Evercore Retention Application and corresponding engagement letter. Thereafter, Akin Gump led negotiations that resulted in a number of modifications to Evercore's proposed fee structure for the benefit of the estates based on a review of comparable fees in similar chapter 11 cases and potential transaction alternatives. An amended order approving the Evercore Retention Application was entered on February 19, 2020 [Docket No. 964]. Akin Gump attorneys also reviewed and analyzed the terms and conditions of the retentions of the Debtors' other professionals during the Compensation Period. In connection therewith, Akin Gump attorneys prepared a summary for the Committee of the material terms of each professional's proposed retention and provided a recommendation with respect to each.

(e) **Creditors Committee Matters/Meetings (including 341 Meetings) – Task Code 7 (Fees: \$426,309.00; Hours: 417.40)**

27. This category includes time spent preparing and attending meetings and conference calls with the Committee as a whole or with individual Committee members, weekly update calls among the Committee's professionals regarding pending matters and strategy, and other general Committee matters, such as drafting and negotiating the Committee's bylaws and responding to ex officio requests and requests to form an official equity committee.⁵ Akin Gump also regularly

⁵ *Emails to the Court From Several Shareholders Request an Equity Committee* [Docket No. 475].

prepared joint presentation materials with BRG and Miller Buckfire for discussion with the Committee.

28. In addition, Akin Gump coordinated all preparation for the Committee's weekly conference calls. During the Compensation Period, Akin Gump, together with BRG and Miller Buckfire, held ten telephonic meetings with the Committee.⁶ Prior to each telephonic Committee meeting, Akin Gump reviewed each pending matter requiring the Committee's attention, prepared an agenda for the meeting or call, and discussed such matters with BRG and Miller Buckfire and/or individual Committee members or their advisors (as necessary). Akin Gump prepared and/or assisted BRG and Miller Buckfire in preparing detailed memoranda and presentations for the Committee regarding the status of pertinent matters in these proceedings and held weekly calls with BRG and Miller Buckfire to discuss all pending matters. During weekly Committee calls, Akin Gump assisted the Committee in formulating a position with respect to each matter requiring the Committee's attention. Through meetings, telephone conferences, and correspondence, Akin Gump assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues that have arisen in these chapter 11 cases, to monitor closely the Debtors' management of these proceedings, and to reach independent conclusions on the merits of specific matters. Akin Gump also had numerous follow up communications with individual Committee members and their respective outside professionals, as well as with BRG and Miller Buckfire, regarding pending issues and other matters of concern to unsecured creditors.

29. This category also includes time drafting and filing the *Motion of the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al. for Entry of an Order*

⁶ Attorneys from Akin Gump also attended an in-person meeting with the Debtors' management, their professionals, and Committee members on December 19, 2019.

Clarifying the Requirement to Provide Access to Confidential or Privileged Information and Approving a Protocol Regarding Creditor Requests for Information [Docket No. 830] (the “Creditor Information Protocol Motion”),⁷ and the *Verified Statement of the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al., Pursuant to Bankruptcy Rule 2019* [Docket No. 673]. Akin Gump also attended the two Bankruptcy Code section 341 meetings on behalf of the Committee during the Compensation Period via telephone.

(f) **Hearings and Court Matters/Court Preparation – Task Code 8 (Fees: \$59,948.00; Hours: 59.70)**

30. This category includes all matters related to maintaining a calendar of court hearings and other critical dates and preparation for and attendance at court hearings. During the Compensation Period, Akin Gump appeared on behalf of the Committee at hearings on December 20, 2019 and February 19, 2020. In connection with each hearing, Akin Gump professionals, as necessary, reviewed all pleadings scheduled for hearing, analyzed issues as they pertained to the Committee and the Debtors’ unsecured creditors, and drafted appropriate pleadings. Akin Gump ensured that the appropriate attorneys attended each hearing (either in person or by phone) to represent the Committee’s interests effectively. Following each hearing, Akin Gump attorneys provided summaries and analyses to the Committee either in written format or at the next Committee meeting.

(g) **DIP, Cash Collateral Usage, Adequate Protection and Exit Financing – Task Code 10 (Fees: \$273,378.00; Hours: 286.00)**

31. This category includes time spent by Akin Gump attorneys in connection with the Debtors’ motion for authorization to obtain debtor in possession financing and the use of cash

⁷ By the Creditor Information Protocol Motion, the Committee sought (A) to establish and implement a protocol in accordance with Bankruptcy Code sections 1102(b)(3)(A) and (B) to facilitate the Committee’s obligation to provide information to the Debtors’ unsecured creditors. An order granting the relief sought in the Creditor Information Protocol Motion has not yet been entered.

collateral⁸ and related matters and pleadings. During the Compensation Period, Akin Gump attorneys analyzed the DIP Motion, pursuant to which the Debtors sought authority to enter into a senior secured \$425 million DIP facility consisting of a \$236.2 million new money revolving facility and a \$188.8 million roll-up of prepetition funded debt, and negotiated the terms of the proposed final order granting the DIP Motion with counsel to the Debtors and the DIP Agent. In the event negotiations were unsuccessful and to ensure unsecured creditors were not unfairly prejudiced by aspects of the proposed order that the Committee regarded as problematic, Akin Gump attorneys simultaneously prepared an objection to the DIP Motion and commenced litigation and discovery efforts. Prior to the December 20, 2019 hearing scheduled on this matter, however, the Committee reached a consensual resolution with the Debtors and the DIP Agent with respect to certain modifications to the final order for the benefit of the Debtors' estates and unsecured creditors, including, among other things: (i) extended case milestones to afford the Debtors additional time to pursue their sale and/or plan processes; (ii) modifications to ensure that only those Debtor guarantors who were obligated on the Prepetition Obligations as of the Petition Date would be obligated on account of the DIP Roll-Up Loans; (iii) modifications to ensure that the Prepetition Secured Parties' adequate protection claims and liens would only attach to assets of those Debtors who were obligated on account of the Prepetition Obligations as of the Petition Date; (iv) a longer challenge period and larger budget for the Committee to investigate the claims and liens of the Prepetition Secured Parties; and (v) a provision granting the Committee the ability

⁸ *Emergency Motion of Debtors for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552 (I) Authorizing the Debtors to (A) Obtain Senior Secured Superpriority Post-Petition Financing, and (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 72] (the "DIP Motion"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the DIP Motion.

to seek recharacterization and/or disgorgement of adequate protection payments made to the Prepetition Secured Parties to the extent such parties were later determined to be undersecured.⁹

(h) **General Claims Analysis/Claims Objections – Task Code 12 (Fees: \$16,238.00; Hours: 23.40)**

32. This category includes time spent reviewing and analyzing issues related to claims against the Debtors’ estates. During the Compensation Period, Akin Gump attorneys, together with BRG, worked with the Debtors’ advisors to understand the projected size of the unsecured claims pool and the Debtor entities liable for unsecured claims. Akin Gump also performed legal analysis with respect to the bases for certain claims. This category also includes time spent reviewing motions and procedures related to claims against the Debtors’ estates, including the *Motion of Debtors for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 850].

(i) **Analysis of Pre-Petition Transactions – Task Code 13 (Fees: \$70,846.50; Hours: 69.10)**

33. This category includes time expended in connection with Akin Gump’s review and due diligence of various transactions and agreements entered into by the Debtors prior to the Petition Date. Specifically, and among other things, Akin Gump analyzed public filings and non-public materials produced by the Debtors in connection with the Debtors’ prepetition transactions to determine whether they may be subject to challenge or otherwise give rise to claims or causes of action for the benefit of the Debtors’ estates. This category also includes time spent drafting and issuing diligence requests and discovery requests related to various prepetition transactions and reviewing numerous documents produced by the Debtors in response thereto.

⁹ See *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552 and Rules 2002, 4001, 6003, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (I) Authorizing the Debtors to (A) Obtain Senior Secured Superpriority Post-Petition Financing, and (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 608] (the “Final DIP Order”).

(j) **Analysis of Secured Claims/Adequate Protection Issues – Task Code 15 (Fees: \$43,867.00; Hours: 65.10)**

34. This category includes time spent related to the Committee’s investigation of the validity, priority, and extent of the claims and liens of the Prepetition Secured Parties. Given the March 6, 2020 deadline under the Final DIP Order for challenging the validity of the claims and liens of the Prepetition Secured Parties, Akin Gump promptly began an investigation of the Prepetition Secured Parties’ liens during the Compensation Period. As part of this investigation, Akin Gump reviewed, *inter alia*, the Debtors’ prepetition loan documents, UCC-1 financing statements, and intellectual property filings. Akin Gump’s corporate finance team also coordinated with its real estate team on conducting a perfection analysis with respect to the real property collateral purporting to secure the Prepetition Revolving Credit Agreement, as described further in section (p) below.

35. Akin Gump kept the Committee apprised of its progress on the investigation throughout the Compensation Period and prepared and telephonically delivered a status report to counsel to the Prepetition Revolving Lenders on January 21, 2020.

(k) **Automatic Stay Issues – Task Code 16 (Fees: \$50,661.00; Hours: 56.80)**

36. This category includes Akin Gump’s legal analysis and review of the Debtors’ *Motion to Extend Automatic Stay to Certain Non-Debtor Defendants* [Docket No. 560]. This category also includes time spent reviewing, summarizing and discussing with Debtors’ counsel five motions to lift the automatic stay filed by third parties during the Compensation Period. In consultation with BRG and Miller Buckfire, Akin Gump prepared and filed joinders¹⁰ to the Debtors’ objections to certain of the lift stay motions.

¹⁰ See *Joinder of the Official Committee of Unsecured Creditors to Debtors Objection to Westchester Fire Insurance Company’s Motion for Relief from the Automatic Stay to Cancel Surety Bonds and for Adequate Protection* [Docket

(l) **Tax Issues – Task Code 18 (Fees: \$68,902.00; Hours: 65.70)**

37. This category includes all time spent reviewing and analyzing tax-related issues. Specifically and, among other things, Akin Gump: (i) reviewed the Debtors’ motion to approve procedures for the preservation of tax attributes;¹¹ (ii) evaluated the Debtors’ proposal to hire Ryan, LLC, a tax consulting firm; and (iii) reviewed and commented on tax issues related to the proposed stalking horse asset purchase agreement with Dairy Farmers of America Inc. (“DFA”).

(m) **Labor Issues/Employee Benefits – Task Code 19 (Fees: \$741,867.50; Hours: 758.60)**

38. This category includes, among other things, Akin Gump’s services related to the Debtors’ Compensation Plans (as defined below). Among other efforts, Akin Gump attorneys reviewed and evaluated data and drafts relating to the Debtors’ Compensation Plans and engaged in numerous communications with BRG, members of the Debtors’ management team, and the Debtors’ advisors to address issues related to the foregoing.

39. On January 24, 2020, the Debtors filed the Compensation Plans Motion,¹² which sought approval of (a) a Key Employee Retention Plan (the “KERP”) covering approximately 245 non-insider participants, and (b) a 2020 Short Term Incentive Plan (the “STIP” and, together with the KERP, the “Compensation Plans”) covering approximately 2,191 non-insider employees. Before the Compensation Plans Motion was filed, Akin Gump attorneys, together with BRG, analyzed the terms and conditions of the proposed Compensation Plans, including the appropriateness of the inclusion of certain employees as participants in the Compensation Plans

No. 697]; *Joinder of the Official Committee of Unsecured Creditors to Debtors Objection to Nash Dairy Co.’s Motions to (I) Lift or Annul the Automatic Stay and (II) Compel Rejection of Milk Supply Contract* [Docket No. 868].

¹¹ See *Debtors’ Emergency Motion for Entry of Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates* [Docket No. 41].

¹² *Motion of Debtors for Entry of an Order Authorizing Implementation of Non-Insider (I) Key Employee Retention Plan and (II) 2020 Short Term Incentive Plan* [Docket No. 851] (the “Compensation Plans Motion”).

and the proposed aggregate amounts payable thereunder, to ensure that the Compensation Plans were in the best interests of the Debtors' estates. Specifically, Akin Gump:

- reviewed the methodology and criteria the Debtors used to formulate the Compensation Plans;
- worked with members of the Debtors' management team and the Debtors' advisors to understand the roles of the proposed participants in the Compensation Plans;
- analyzed the Debtors' historical and proposed compensation plans, programs, agreements, arrangements, practices and policies and supporting documentation including annual base salaries, target and actual short-term incentive awards, target long-term incentive awards, payments of non-qualified deferred compensation, and certain other employee payments; and
- compared the Compensation Plans to the Debtors' historical compensation plans and practices and similar key employee retention programs in other chapter 11 cases.

40. In connection with its review, Akin Gump summarized for the Committee the proposed terms of the Compensation Plans along with information related to the Debtors' historical compensation practices and payments, and discussed with the Committee proposed revisions to the Compensation Plans that Akin Gump and BRG believed were in the best interests of the estates and were otherwise consistent with market practice. Akin Gump and BRG communicated with the Debtors and their advisors regarding such changes and, following significant negotiations and several rounds of comments on the Compensation Plans Motion, the Debtors agreed to various modifications to the Compensation Plans. These modifications included, among other things: (i) reducing the maximum estimated cost of the KERP by reducing the number of proposed participants and decreasing the amounts of the proposed KERP payments to most of the eligible KERP participants; (ii) agreeing to consult in good faith with the Committee's advisors prior to establishing the applicable performance metrics under the STIP and to provide the Committee's advisors with any documentation as may be reasonably requested to exercise such consultation

rights; (iii) agreeing to consult in good faith with the Committee's advisors prior to any adjustment, modification, or amendment of any previously established performance metrics under the STIP and to provide the Committee's advisors with any documentation as may be reasonably requested to exercise such consultation rights; and (iv) agreeing to provide to the Committee's advisors, within thirty (30) days after each applicable performance period, calculations with respect to the level of performance achieved with respect to the performance metrics under the STIP and any supporting documentation for such calculations reasonably requested by the Committee's advisors. Such changes were reflected in the Compensation Plans Motion, which the Court approved following a hearing on February 19, 2020 [Docket No. 960].

41. Akin Gump labor attorneys also conducted an extensive review of the proposed DFA Asset Purchase Agreement (as defined below), indications of interest from other potential bidders, and alternative proposals as such bids and potential transaction structures implicated labor, employment and employee benefits issues. In addition, Akin Gump engaged with the Debtors' advisors on the impact of the sale process on the Debtors' workforce and provision of employee benefits.

(n) **Legislative/Regulatory Policy Matters – Task Code 20 (Fees: \$215,338.50; Hours: 293.10)**

42. This category includes matters related to government policy and the review of antitrust issues associated with the Debtors' sale process. During the Compensation Period, Akin Gump attorneys and advisors from the Public Law and Policy practice analyzed developments in relevant legislative and regulatory landscapes at the federal and state levels, participated in external discussions and outreach regarding public issues specific to the Debtors, and drafted policy guidance materials.

43. Additionally, Akin Gump's antitrust specialists engaged in the review of the antitrust issues potentially implicated by the Debtors' proposed sale of substantially all of their assets, both in the context of the proposed DFA Asset Purchase Agreement and in other potential transactions. Among other efforts, Akin Gump conducted a review of the competitive overlaps of the assets of the Debtors and DFA, reviewed the terms of the proposed DFA Asset Purchase Agreement and Bidding Procedures Motion (as defined below) for antitrust concerns, and engaged in communications regarding the United States Department of Justice's review of the DFA Asset Purchase Agreement. Akin Gump attorneys worked closely with the Committee's other professionals and the Debtors' advisors with respect to the above and engaged in similar reviews and analyses with respect to potential alternative transactions.

(o) **Asset Dispositions/363 Sales – Task Code 23 (Fees: \$761,565.00; Hours: 755.50)**

44. This category includes time spent by Akin Gump in connection with the Debtors' asset dispositions, including, most significantly, the Debtors' sale process. As stated by the Debtors at the outset of the chapter 11 cases, pursuing a potential sale transaction was underway when the cases commenced. As such, Akin Gump, along with the Committee's other advisors, have been involved in each step of the Debtors' sale process, including: (i) the negotiation of bidding procedures (including through related discovery and litigation); (ii) the marketing of the Debtors' assets to third parties and communications with such parties; and (iii) diligence related to the Debtors' de minimis asset sales.

45. On February 17, 2020 the Debtors filed the *Motion of Debtors for Entry of Orders (I)(a) Approving Bidding Procedures for Sale of Debtors' Assets, (b) Approving the Designation of Dairy Farmers of America, Inc. as the Stalking Horse Bidder for Substantially All of Debtors' Assets, (c) Authorizing and Approving Entry into the Stalking Horse Asset Purchase Agreement,*

(d) *Approving Bid Protections*, (e) *Scheduling Auction for, and Hearing To Approve, Sale of Debtors' Assets*, (f) *Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing*, (g) *Approving Assumption and Assignment Procedures*, and (h) *Granting Related Relief and (II)(a) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances*, (b) *Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases*, and (c) *Granting Related Relief* [Docket No. 925] (the “Bidding Procedures Motion”). Prior to the filing, Akin Gump reviewed, analyzed and negotiated with the Debtors' advisors regarding the bidding procedures. Simultaneously, Akin Gump attorneys began drafting an objection to the Bidding Procedures Motion¹³ and preparing for litigation related thereto.

46. Akin Gump attorneys also devoted significant time during the Compensation Period to litigation and related communications pertaining to the Debtors' general sale process. Prior to the filing of the Bidding Procedures Motion, and as summarized at length in the Bankruptcy Rule 2004 request the Committee filed on January 24, 2020 (the “DFA Rule 2004 Request”) [Docket No. 833], the Committee devoted significant time during the Compensation Period to conducting diligence on a potential bid by DFA for a substantial portion of the Debtors' assets (the “DFA Asset Purchase Agreement”). Akin Gump's diligence efforts included extended discussions with the Debtors' advisors, a number of communications with DFA's advisors, preparation of the DFA Rule 2004 Request in an attempt to obtain the information required to conduct the necessary diligence, and the analysis of information and documents obtained from such steps.

47. In light of the significance of the sale process for the Debtors' estates and unsecured creditors, the Committee and its advisors dedicated a significant amount of time and effort to

¹³ See *Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Approval of Bidding Procedures and Stalking Horse Asset Purchase Agreement* [Docket No. 1060].

understanding and evaluating the Debtors' alternatives. Efforts taken by Akin Gump attorneys, together with BRG and Miller Buckfire, to conduct diligence on strategic alternatives included multiple conversations with potential alternate third-party buyers and/or plan sponsors and related diligence.

48. Throughout the Compensation Period, Akin Gump attorneys kept the Committee apprised of updates pertaining to the Debtors' sale process and potential alternative transactions and prepared summary materials updating the Committee on issues pertaining thereto. Akin Gump also analyzed the Debtors' *Motion for Approval of Procedures for (I) the Sale of De Minimis Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (II) the Abandonment of Certain of the Debtors' Property* [Docket No. 341] (the "De Minimis Asset Sale Motion") and *Motion of Debtors for Entry of an Order (I) Authorizing the (A) Sales of Certain Discrete Non-Core Assets and (B) Payment of Related Commissions* [Docket No. 342] (the "Non-Core Asset Sales Motion") and prepared summaries of the De Minimis Asset Sale Motion and Non-Core Asset Sales Motion for the Committee and recommendations in connection therewith.

(p) **Real Estate Issues – Task Code 24 (Fees: \$186,371.50; Hours: 391.40)**

49. This category includes time spent by Akin Gump attorneys on their analysis of the real property liens purporting to secure the Prepetition Revolving Credit Agreement. Such analysis was conducted in connection with the Committee's investigation of the validity, priority, and extent of the claims and liens of the Prepetition Secured Parties. The perfection analysis involved: (i) a review of the Prepetition Revolving Credit Agreement and related collateral documents to determine the scope of the purported real property collateral; (ii) a review of all 44 of the Debtors' applicable mortgages for defects under applicable state law; and (iii) a review of recent title examinations to determine whether the applicable mortgages have been affected by subsequent recorded document(s). Akin Gump attorneys performed services under this task code in a

coordinated, efficient and expedited manner in light of the scope of the Debtors' real property asset portfolio and kept in close communication with attorneys in the corporate finance and financial restructuring practice groups throughout the Compensation Period regarding the status of the real property perfection analysis.

(q) **Travel Time – Task Code 25 (Fees: \$52,863.50; Hours: 48.40)**

50. This category includes all non-working travel time incurred by Akin Gump in connection with its representation of the Committee. Akin Gump has discounted this time by 50% in accordance with the Bankruptcy Local Rules and U.S. Trustee Guidelines.

(r) **Environmental – Task Code 27 (Fees: \$33,050.50; Hours: 39.30)**

51. This category includes time spent by Akin Gump conducting diligence on the Debtors' environmental liabilities based on continuous uploads of information to the Debtors' data room and preparing a synthesis of the same. Akin Gump timekeepers also reviewed and commented on environmental permit transfer requirements for the Debtors' proposed sale of its facilities and environmental issues implicated by the Debtors' sale process.

(s) **General Corporate Matters – Task Code 28 (Fees: \$44,361.00; Hours: 61.10)**

52. This category includes all time related to general corporate matters and due diligence with respect to the Debtors' business. Among other things, Akin Gump attorneys reviewed public filings and confidential materials uploaded by the Debtors into the professionals' data room, drafted due diligence requests and reviewed documents produced by the Debtors in response to such requests, and prepared summaries and analyses of significant corporate documents. This task code includes numerous internal meetings and calls among Akin Gump attorneys to discuss the status of the diligence process and related issues.

(t) **Business Operations – Task Code 31 (Fees: 28,334.50; Hours: 30.70)**

53. This category includes time spent by Akin Gump professionals reviewing issues related to the Debtors' business operations and business plan. Specifically, during the Compensation Period, Akin Gump attorneys reviewed and commented on various filings pertaining to the Debtors' ongoing operations, including the Debtors' surety motion,¹⁴ stipulations with Liberty Mutual Insurance Company,¹⁵ and motion to amend and enter into rolling stock leases.¹⁶ Akin Gump also analyzed the Debtors' business plan, consulted with BRG and Miller Buckfire with respect thereto, and worked with BRG and Miller Buckfire to prepare presentations for the Committee addressing the Debtors' business plan and business updates.

(u) **Other Task Codes**

54. Akin Gump billed *de minimis* amounts (fewer than ten hours) to each of the following task codes:

| Matter Number | Matter Description | Hours Billed | Fees Requested |
|----------------------|---|---------------------|-----------------------|
| 4 | Analysis of Other Professionals' Fee Applications/Reports | 2.40 | \$1,860.50 |
| 11 | Executory Contracts/License Agreements | 2.90 | \$2,055.50 |
| 17 | General Adversary Proceedings/Litigation Matters | 7.30 | \$6,856.00 |
| 22 | Disclosure Statement/Solicitation/Plan/Confirmation | 1.00 | \$1,350.00 |
| 29 | Intercompany Claims/Intercompany Transactions | 8.90 | \$7,590.00 |
| 30 | Customer, Supplier and Vendor Issues (including Critical Vendors) | 3.10 | \$2,135.00 |
| Total | | 25.60 | \$21,847.00 |

¹⁴ *Expedited Motion of Debtors for Entry of an Order Authorizing (I) Debtors to Pay Amounts Owed to Milk Vendors Covered by State-Mandated Surety Bonds and (II) Financial Institutions to Honor and Process Related Checks and Transfers* [Docket No. 526].

¹⁵ *Stipulation by Southern Foods Group, LLC and Liberty Mutual Insurance Company* [Docket Nos. 609, 1185].

¹⁶ *Motion for Entry of an Order Pursuant to 11 U.S.C. 105(a), 362, 363, and 364 and Rules 4001 and 6004 of the Federal Rules of Bankruptcy Procedure (I) Authorizing the Debtors to (A) Amend and Extend Existing Leases of Rolling Stock and to Enter into New Leases of Rolling Stock and (B) Obtain Senior Secured Post-Petition Financing, (II) Granting Liens, (III) Modifying the Automatic Stay on a Limited Basis, and (IV) Granting Related Relief* [Docket No. 751].

55. Among other things, the time in these task codes relates to efforts undertaken by Akin Gump to: (i) review the fee statements and fee requests of other professionals in these cases, including the DIP Lender Professionals; (ii) analyze the Debtors' first-day motions to continue their cash management system [Docket No. 8] and payment of their critical vendor obligations [Docket No. 28]; and (iii) prepare and circulate a litigation hold notice.

VALUATION OF SERVICES

56. As set forth in the charts attached hereto as Exhibit B, the attorneys and paraprofessionals of Akin Gump expended a total of 4,139.20 hours during the Compensation Period. The specific categories of the work performed by Akin Gump during the Compensation Period are set forth in the chart attached hereto as Exhibit D. Akin Gump has charged its normal hourly rates for work of this character. The reasonable value of the services rendered by Akin Gump to the Committee during the Compensation Period is \$3,610,836.00.

57. In accordance with the factors enumerated in Bankruptcy Code section 330, Akin Gump respectfully submits that the amount requested by Akin Gump is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other for non-bankruptcy cases. Moreover, Akin Gump has reviewed the requirements Rule 2016-1 of the Bankruptcy Local Rules and believes this Application complies with such Rules.

ACTUAL AND NECESSARY DISBURSEMENTS

58. As set forth in the summary sheets filed contemporaneously with this Application, a total of \$37,756.86 of actual, necessary expenses was incurred during the Compensation Period by Akin Gump in connection with its representation of the Committee and by members of the Committee in connection with their service on the Committee. This amount includes \$12,366.14 of out-of-pocket expenses incurred by Committee members, which were necessary to permit the

effective performance of such members' duties under Bankruptcy Code section 1103 and are thus reimbursable from the Debtors' estates. *See* 11 U.S.C. § 503(b)(3)(F).¹⁷ Akin Gump's disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, as it relates to computerized research, Akin Gump believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses passed through "at cost" (whether the service is performed by Akin Gump in-house or through a third party vendor) include duplication, deliveries, court costs, overtime meals, meeting expenditures transcript fees, discovery services, and travel costs.¹⁸

59. A summary of all disbursements organized by category is set forth in Exhibit F.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

60. Bankruptcy Code section 330 authorizes the Court to award professional persons employed pursuant to Bankruptcy Code section 1103 reasonable compensation for actual and necessary services rendered and reimbursement for actual and necessary expenses incurred. *See* 11 U.S.C. § 330. Specifically, Bankruptcy Code section 330(a) provides:

- (1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, a consumer privacy ombudsman appointed under section 332, an examiner, an ombudsman appointed under section 333, or a professional person employed under section 327 or 1103—
 - (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

¹⁷ Payment of such expenses is also authorized pursuant to the Interim Compensation Order and the Final DIP Order. *See* Interim Compensation Order ¶ 1(b); Final DIP Order ¶ 8(a). Monthly Committee member expense reimbursement reports were included with the Prior Fee Statements attached hereto as Exhibit H.

¹⁸ Notwithstanding such, subsequent to the filing the Prior Fee Statements, Akin Gump has elected to reduce its request for reimbursements on account of color copy duplication expenses from a rate of \$1.00 to \$0.10 per page, resulting in an aggregate reduction of \$2,085.30 in reimbursements requested in this Application. This reduction is reflected in the amounts sought in this Application and Exhibit F hereof.

(B) reimbursement for actual, necessary expenses . . .

* * *

(3) In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(1) and (a)(3).

61. The Fifth Circuit traditionally has used the lodestar method to calculate reasonable attorneys' fees. *See Combs v. City of Huntington Texas*, 829 F.3d 388, 392 (5th Cir. 2016); *see also In re Fender*, 12 F.3d 480, 487 (5th Cir. 1994). The lodestar is derived by multiplying the number of hours an attorney would reasonably spend for the same type of work by the prevailing hourly rate in the community. *See Shipes v. Trinity Indus.*, 987 F.2d 311, 319 (5th Cir. 1993). A court then may adjust the lodestar up or down based on the factors contained in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974). *See Am. Benefit Life Ins. Co. v. Braddock (In re First Colonial Corp. of Am.)*, 544 F.2d 1291, 1298 (5th Cir. 1977) (applying the *Johnson* factors in the bankruptcy context). The *Johnson* factors include: (1) time and labor required; (2) the novelty and difficulty of the questions involved; (3) the skill required to perform the professional services properly; (4) the preclusion of other employment by the professional due

to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the professionals; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *See Johnson*, 488 F.2d at 717-19; *see also In re ASARCO LLC*, No. 05-21207, 2011 WL 2975691, at *7 (Bankr. S.D. Tex. July 20, 2011) (applying the *Johnson* factors).

62. As more fully set forth below, Akin Gump respectfully submits that the *Johnson* factors and the elements governing awards of compensation pursuant to Bankruptcy Code sections 330 and 331 justify the allowance of the fees and expenses incurred in its representation of the Committee during the Compensation Period.

APPLICATION OF THE JOHNSON FACTORS

63. The professional services rendered by Akin Gump during the Compensation Period required a high degree of professional competence and expertise so that the numerous bankruptcy, litigation, and other issues that arose during the Compensation Period could be addressed with skill and efficiency. Akin Gump submits that the services rendered to the Committee were performed efficiently and effectively, and that the results obtained have provided tangible, identifiable, and material benefits to the Debtors' estates.

A. The Time and Labor Required

64. As stated above, Akin Gump's attorneys and paraprofessionals have expended 4,139.20 hours during the Compensation Period in connection with Akin Gump's representation of the Committee. All of the time spent was necessary and appropriate for the representation of the Committee in these cases to ensure that the Debtors' unsecured creditors are adequately represented. This is especially true when considering the nature and urgency of the issues and tasks that arose in these chapter 11 cases during the Compensation Period, including, among other

things, reviewing first day motions to ensure that the interests of trade vendors and other unsecured creditors that may not be able to participate in these cases in real time were appropriately addressed at the second day hearing, consensually resolving the Debtors' request for debtor-in-possession financing, investigating the liens and claims of the Prepetition Secured Parties, reviewing and negotiating the proposed Compensation Plans, and analyzing the DFA Asset Purchase Agreement and other potential strategic alternatives. Akin Gump's representation of the Committee has required it to balance the need to provide quality services with the need to act quickly and to represent the Committee in an effective, efficient and timely manner. Akin Gump submits that the hours spent were reasonable given the size and complexity of these cases, the significant—and often times urgent—legal and business issues raised, and the numerous pleadings filed in these cases. All of the services performed were necessary to assist the Committee in fulfilling its statutory duties and proceeding through these chapter 11 cases in an expeditious and efficient manner.

B. The Novelty and Difficulty of the Questions Involved

65. These chapter 11 cases are designated as “complex” cases and involve a significant number of complex issues in the areas of restructuring, litigation, corporate finance, labor, antitrust, and mergers and acquisition law. *See Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 7]. Various complex and novel issues have arisen during the course of these chapter 11 cases, and Akin Gump's effective advocacy and creative approach helped clarify and resolve a number of such issues, as described in this Application.

C. The Skill Required to Perform the Professional Services Properly

66. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the resolution of issues has contributed to the

successful administration of these cases and benefited the Debtors' estates and unsecured creditors. Due to the nature and complexity of the legal issues presented in these cases, Akin Gump was required to exhibit a high degree of legal skill in areas related to, *inter alia*, bankruptcy, litigation, labor, antitrust and corporate matters. Complex issues relating to the DIP Motion, investigation of the Prepetition Secured parties' claims and liens, Compensation Plans Motion, Debtors' retention applications, Bidding Procedures Motion and DFA Asset Purchase Agreement, and the negotiation and/or litigation of each of the foregoing, required highly-skilled and experienced attorneys to protect the interests of the Debtors' unsecured creditors. Additionally, Akin Gump's strong working relationship with the legal and financial advisors to the Debtors and various interested parties enabled Akin Gump to work with such professionals towards consensual resolutions of many of the salient issues to arise thus far in these cases. Akin Gump respectfully submits that its professionals have provided substantial benefits to the Debtors' unsecured creditors during the Compensation period.

D. The Preclusion of Other Employment by the Professional Due to Acceptance of the Case

67. Due to the size of Akin Gump's financial restructuring department, Akin Gump's representation of the Committee did not preclude its acceptance of new clients.

E. The Customary Fee

68. The rates charged by the Akin Gump attorneys and paraprofessionals in these chapter 11 cases are the same rates charged by such attorneys and paraprofessionals in connection with non-bankruptcy work. The professional fees sought herein are based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the professional fees sought herein are not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and are commensurate with fees

Akin Gump has been awarded in other cases, as well as with professional fees charged by other attorneys of comparable experience.

F. Whether the Fee is Fixed or Contingent

69. Pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professionals employed under Bankruptcy Code section 1103 are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. The collective efforts of the various parties in interest and their respective professionals, including Akin Gump, have resulted in the consensual resolution and ongoing determination of many significant issues in these cases in a relatively short period of time given the complexity of these cases. Akin Gump's expectation upon accepting this representation was that it would receive compensation for professional services rendered at its customary rates.

G. Time Limitations Imposed by the Client or the Circumstances

70. As previously set forth herein, Akin Gump was required to attend to certain issues arising in these chapter 11 cases in compressed and urgent time periods. For example, Akin Gump had a very limited period of time following the public filing of the DFA Asset Purchase Agreement to provide the Committee with analyses of the bid documents and the bid materials filed as part of the Bidding Procedures Motion, and to determine and implement a strategy in connection with the proposed bidding procedures. The efforts of Akin Gump attorneys and paraprofessionals in completing the services described in this Application in compressed time periods permitted the Committee to address various issues for the benefit of the Debtors' unsecured creditors effectively.

H. The Amount Involved and the Results Obtained

71. During the Compensation Period, and as described in the summary of services, Akin Gump was instrumental in protecting the interests of unsecured creditors and in furtherance of maximizing value for the Debtors' estates. In particular, and among other things, Akin Gump's

efforts with respect to the Debtors' retention applications, DIP Motion and proposed adequate protection package, Compensation Plans and Bidding Procedures Motion and sale process resulted in tangible protections and benefits to unsecured creditors and ensured that the relief approved by the Court was in the best interests of the Debtors' estates.¹⁹ Akin Gump submits that the fees requested in this Application are reasonable and appropriate when considering the results obtained on behalf of unsecured creditors as more fully described in the summary of services.

I. The Experience, Reputation and Ability of the Professionals

72. Akin Gump has a large and sophisticated financial restructuring practice and is playing or has played a major role representing official committees of unsecured creditors in numerous cases of national import including, for example, the reorganization proceedings of *In re Adeptus Health, Inc.*; *In re BPZ Resources, Inc.*; *In re Chassix Inc.*; *In re Cumulus Media Inc.*; *In re Dynegy Holdings, LLC*; *In re Edison Mission Energy, et al.*; *In re EMAS Chiyoda Subsea Ltd.*; *In re Emerald Oil, Inc.*; *In re Goodrich Petroleum Corp.*; *In re iHeart Media, Inc.*; *In re Insys Therapeutics, Inc.*; *In re Nine West Holdings, Inc.*; *In re Nortel Networks, Inc.*; *In re Purdue Pharma L.P.*; *In re Quiksilver, Inc.*; *In re SandRidge Energy Inc.*; *In re Sears Holdings Corp.*; *In re Swift Energy Co.*; and *In re Vanguard Natural Resources, LLC*.

73. Akin Gump's experience enabled it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these chapter 11 cases, including corporate and litigation.

¹⁹ See *infra* ¶¶ 26, 31, 34, 38-41, 44-48.

J. The Undesirability of the Case

74. These cases are not undesirable. However, Akin Gump has had to draw from significant firm resources as counsel to the Committee, without absolute certainty as to compensation or reimbursement.

K. The Nature and Length of the Professional Relationship with the Client

75. Akin Gump has acted as counsel to the Committee since December 3, 2019 and has rendered services continuously to the Committee from that date to the present.

L. Awards in Similar Cases

76. Akin Gump submits that the fees and expenses for which it seeks compensation and reimbursement in this Application are not excessive and are commensurate with the rates awarded in similar cases in this district for similar services rendered and results obtained. The fees requested by Akin Gump are more fully described in the invoices attached hereto as Exhibit B. After taking into consideration the time and labor spent thus far, and the nature and extent of the representation, Akin Gump believes the allowance prayed for herein is reasonable and should be approved.

NO PRIOR REQUEST

77. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, Akin Gump respectfully requests that the Court enter an order, substantially in the form of Exhibit I, approving the interim allowance of fees in the amount of \$3,610,836.00 as compensation for necessary professional services rendered and the sum of \$37,756.86 as reimbursement of actual necessary costs and expenses. As \$1,028,426.20 has already been paid, there is a remaining total of \$2,620,166.66 in fees and reimbursable expenses incurred during the Compensation Period (less any amounts paid since the date of this Application), which Akin Gump requests be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: March 30, 2020

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.

State Bar No. 00793386; S.D. Tex. No. 30464

1700 Pacific Avenue, Suite 4100

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-and-

Ira S. Dizengoff (admitted *pro hac vice*)

Philip C. Dublin (admitted *pro hac vice*)

Meredith Lahaie (admitted *pro hac vice*)

One Bryant Park

New York, NY 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com

pdublin@akingump.com

mlahaie@akingump.com

*Counsel to the Official Committee of Unsecured
Creditors of Southern Foods Group, LLC, et al.*

VERIFICATION

Philip C. Dublin, after being duly sworn according to law, deposes and says:

I am a partner with the applicant firm, Akin Gump Strauss Hauer & Feld LLP.

I am familiar with the work performed on behalf of the Committee by the lawyers in the firm.

I have reviewed the foregoing Application, and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed Rule 2016-1 of the Bankruptcy Local Rules and the U.S. Trustee Guidelines and submit that the Application substantially complies with such rules.

/s/ Philip C. Dublin
Philip C. Dublin

EXHIBIT A**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES DURING THE
COMPENSATION PERIOD (JANUARY 1, 2019 – DECEMBER 31, 2019)¹**

| Category of Timekeeper | Blended Hourly Rate | Blended Hourly Rate |
|--|--|----------------------------|
| | Firm NY, WA & DA Non-FR Timekeepers (January 1, 2019 through December 31, 2019)² | This Application |
| Partner | \$1,031.87 | \$1,276.30 |
| Counsel | \$837.82 | \$989.30 |
| Associate | \$618.95 | \$661.04 |
| Paralegals & Other Non-Attorney Timekeepers | \$292.55 | \$343.83 |
| AGGREGATED | \$790.47 | \$872.35 |

1. This chart discloses (i) the blended hourly rates from January 1, 2019 through December 31, 2019 for all timekeepers in the domestic offices of Akin Gump in which timekeepers collectively billed more than 10% of the hours in these chapter 11 cases during the Compensation Period (*i.e.*, New York, Washington, D.C. and Dallas), segregated by rank, and excluding all data from timekeepers practicing primarily in the Financial Restructuring group and (ii) the blended hourly rates for timekeepers that billed time that was included in the Compensation Period.

2. This data was calculated using the billed hours and rates from the last completed fiscal year, January 1, 2019 through December 31, 2019, with the same positions as timekeepers on the Application (*i.e.*, partner, counsel, associate and paraprofessional). This data reflects diverse staffing and fee arrangements, in addition to hourly billing structures, in the included offices, as well as fiscal year 2019 billing rates.

EXHIBIT B**SUMMARY OF TIMEKEEPERS RENDERING SERVICES DURING THE
COMPENSATION PERIOD (DECEMBER 3, 2019 – FEBRUARY 29, 2020)**

| TIMEKEEPER | DEPT. | BAR ADMISSION | 2019 RATE | 2020 RATE | HOURS | AMOUNT |
|----------------------|-------|------------------|--------------|--------------|--------|--------------|
| PARTNERS | | | | | | |
| ADLER, AIMEE M. | ECEB | 2001 | \$1,040.00 | \$1,135.00 | 174.10 | \$195,561.00 |
| BAIN, JOHN A. | COR | 2007 | \$985.00 | \$1,095.00 | 49.70 | \$51,605.50 |
| BRAUNER, SARA L. | FRS | 2011 | \$1,125.00 | -- | 20.40 | \$22,950.00 |
| BRIMMAGE, MARTY JR. | LIT | 1995 | \$1,425.00 | \$1,595.00 | 84.90 | \$131,029.50 |
| D'ARCY, SEAN G. | PLP | 1992 | \$1,000.00 | \$1,135.00 | 28.20 | \$30,873.00 |
| DUBLIN, PHILIP C. | FRS | 1999 | \$1,475.00 | \$1,595.00 | 150.70 | \$232,458.50 |
| JACOBSON, HOWARD B. | TAX | 1979 | \$1,120.00 | \$1,240.00 | 23.30 | \$27,392.00 |
| JINDAL, GORAV | LIT | 2000 | -- | \$1,115.00 | 20.20 | \$22,523.00 |
| IM, JASON | COR | 2008 | -- | \$1,350.00 | 7.00 | \$9,450.00 |
| LAHAIE, MEREDITH, A. | FRS | 2007 | \$1,250.00 | \$1,350.00 | 390.10 | \$511,615.00 |
| LAWRENCE, LACY M. | LIT | 2006 | \$1,020.00 | \$1,350.00 | 29.30 | \$37,212.00 |
| LEYDEN, LAUREN | LABOR | 2006 | \$1,200.00 | \$1,280.00 | 152.30 | \$191,304.00 |
| ROUSH, COREY | LIT | 1997 | -- | \$1,135.00 | 14.30 | \$16,230.50 |
| TERHUNE, HENRY A. | PLP | 1989 | \$985.00 | \$1,055.00 | 53.00 | \$54,809.00 |
| TUCKER, JAMES R. | PLP | 1997 | \$1,020.00 | \$1,115.00 | 32.00 | \$34,464.00 |
| WOOD, IAN | COR | 2006 | \$1,250.00 | -- | 10.20 | \$12,750.00 |
| COUNSEL | | | | | | |
| AGAHZADEH, ALEX | COR | 2014 | \$775.00 | \$850.00 | 27.20 | \$22,250.00 |
| BUSHING, DESIREE E. | LABOR | 2012 | \$980.00 | \$1,025.00 | 43.30 | \$43,527.50 |
| CHATALIAN, JON M. | LABOR | 2008 | \$975.00 | \$975.00 | 39.60 | \$38,610.00 |
| CINER, JONATHAN A. | TAX | 1999 | \$1,040.00 | --- | 25.10 | \$26,104.00 |
| DAVIDOV, SHARON | TAX | 2013 | \$975.00 | \$1,010.00 | 19.60 | \$19,568.50 |
| KIM, RYAN | COR | 2012 | \$940.00 | -- | 15.00 | \$14,100.00 |
| MCGRADY, ERICA D. | COR | 1997 | \$905.00 | \$965.00 | 201.10 | \$192,351.50 |
| NEWDECK, JOANNA | FRS | 2006 | \$1,100.00 | \$1,195.00 | 124.45 | \$141,246.00 |
| OELZ, ANDREW | ENV | 2001 | \$905.00 | -- | 7.60 | \$6,878.00 |
| PARK, DANIEL S. | LIT | 2011 | \$690.00 | \$960.00 | 109.20 | \$101,538.00 |
| TIZRAVESH, ROXANNE | LIT | 2009 | \$905.00 | -- | 6.80 | \$6,154.00 |
| ASSOCIATES | | | | | | |
| ALEXANDER, SAM R. | COR | 2018 | \$540.00 | \$650.00 | 55.50 | \$31,312.00 |
| CHEN, PATRICK C. | FRS | 2018 | \$660.00 | \$775.00 | 258.60 | \$183,533.00 |

| | | | | | | |
|----------------------------|-------|------|----------|----------|-----------------|-----------------------|
| FAROVITCH, AARON S. | ECEB | 2017 | \$690.00 | \$835.00 | 184.50 | \$149,664.00 |
| FORBES, IMANI N. | LABOR | 2019 | \$540.00 | \$565.00 | 79.30 | \$43,677.00 |
| GAGE, WANDA L. | COR | 1987 | -- | \$290.00 | 62.80 | \$18,212.00 |
| GARDINER, MADISON R. | FRS | 2020 | \$560.00 | \$615.00 | 227.90 | \$133,685.00 |
| GRAVES, STUART J. | COR | 2006 | \$340.00 | \$355.00 | 189.20 | \$66,491.00 |
| KHADER, MITCHELL E. | LIT | 2020 | -- | \$535.00 | 51.70 | \$27,659.50 |
| KLAUSNER, RACHEL | LABOR | 2016 | \$770.00 | \$895.00 | 67.50 | \$55,000.00 |
| LYMAN, JOHN B. | ENV | 2014 | \$775.00 | \$850.00 | 34.70 | \$28,497.50 |
| MAJIYANI, SHAILA | COR | 2017 | -- | \$650.00 | 9.90 | \$6,435.00 |
| MILLER, KATLYNE | LIT | 2018 | -- | \$575.00 | 5.10 | \$2,932.50 |
| OJURONGBE, REMI | LIT | 2020 | -- | \$535.00 | 67.40 | \$36,059.00 |
| PEEK, ERIN | LIT | 2019 | \$510.00 | \$535.00 | 44.60 | \$23,686.00 |
| PELAK, WILLIAM C. | COR | 2016 | \$770.00 | \$895.00 | 54.10 | \$45,807.00 |
| PRAESTHOLM, AMANDA | LIT | 2017 | -- | \$650.00 | 24.65 | \$16,022.50 |
| STEED, ALISON L. | COR | 2018 | \$540.00 | \$650.00 | 80.10 | \$50,338.00 |
| THOMPSON, JULIE A. | FRS | 2015 | \$760.00 | \$860.00 | 455.80 | \$376,823.00 |
| TODD, ASHLEY | COR | 1999 | -- | \$545.00 | 39.50 | \$21,527.50 |
| CONSULTANTS | | | | | | |
| GILLIAND, JOHN | IT | N/A | \$750.00 | \$780.00 | 17.70 | \$13,581.00 |
| PARAPROFESSIONALS | | | | | | |
| KEMP, BRENDA | FRS | N/A | \$355.00 | N/A | 55.30 | \$19,631.50 |
| KRASA-BERSTELL, DAGMARA | FRS | N/A | \$395.00 | N/A | 96.20 | \$37,999.00 |
| LEVY, SOPHIA | FRS | N/A | \$235.00 | N/A | 12.10 | \$2,843.50 |
| LOGGINS, REBECCA | COR | N/A | N/A | \$160.00 | 15.90 | \$2,544.00 |
| REICHERT, MOLLY | FRS | N/A | \$250.00 | \$260.00 | 40.90 | \$10,510.00 |
| ROBINSON, RACHEL C. | PLP | N/A | \$240.00 | \$245.00 | 39.90 | \$9,725.50 |
| SCHOONMAKER, CAMILLE | LIT | N/A | N/A | \$215.00 | 9.70 | \$2,085.50 |
| TOTALS | | | | | 4,139.20 | \$3,610,836.00 |

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation; COM = Communications;
IP = Intellectual Property; ECEB = Executive Compensation/Employee Benefits; TAX = Tax;
PLP = Public Law & Policy; ENV = Environmental; IT = International Trade

EXHIBIT C**BUDGET FOR THE COMPENSATION PERIOD
(DECEMBER 3, 2019-FEBRUARY 19, 2020)**

| Project Category | | Hours Budgeted | Total Compensation Budgeted |
|-------------------------|--|-----------------------|------------------------------------|
| 2 | General Case Administration | 225-300 | \$175,000-\$250,000 |
| 3 | Akin Gump Fee Application/ Monthly Billing Reports | 75-100 | \$50,000-\$75,000 |
| 4 | Analysis of Other Professionals' Fee Applications/ Reports | 5-25 | \$3,000-\$15,000 |
| 5 | Review/Preparation of Schedules, Statements | 25-50 | \$20,000-\$50,000 |
| 6 | Retention of Professionals | 300-400 | \$200,000-\$300,000 |
| 7 | Creditors Committee Matters/Meetings (including 341 Meetings) | 400-600 | \$425,000-\$650,000 |
| 8 | Hearings and Court Matters/Court Preparation | 50-75 | \$50,000-\$75,000 |
| 9 | Financial Reports and Analysis | 10-25 | \$5,000-\$25,000 |
| 10 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 200-250 | \$200,000-\$250,000 |
| 11 | Executory Contracts/License Agreements | 10-20 | \$7,000-\$15,000 |
| 12 | General Claims Analysis/Claims Objections | 10-20 | \$10,000-\$20,000 |
| 13 | Analysis of Pre-Petition Transactions | 50-75 | \$50,000-\$75,000 |
| 14 | Insurance Issues | 10-25 | \$5,000-\$25,000 |
| 15 | Analysis of Secured Claims/Adequate Protection Issues | 50-75 | \$30,000-\$60,000 |
| 16 | Automatic Stay Issues | 25-50 | \$30,000-\$60,000 |
| 17 | General Adversary Proceedings/Litigation Matters | 10-15 | \$5,000-\$15,000 |
| 18 | Tax Issues | 50-75 | \$50,000-\$75,000 |
| 19 | Labor Issues/Employee Benefits | 600-800 | \$600,000-\$800,000 |
| 20 | Legislative/Regulatory Policy Matters | 150-200 | \$100,000-\$150,000 |
| 22 | Disclosure Statement/Solicitation/Plan/Confirmation | 50-100 | \$50,000-\$100,000 |
| 23 | Asset Dispositions/363 Sales | 750-1,000 | \$700,000-\$1,000,000 |
| 24 | Real Estate Issues | 250-400 | \$150,000-\$275,000 |
| 25 | Travel Time ¹ | 50-100 | \$50,000-\$100,000 |
| 26 | Securities Law Issues | 10-25 | \$5,000-\$25,000 |
| 27 | Environmental | 25-50 | \$20,000-\$50,000 |
| 28 | General Corporate Matters | 50-75 | \$30,000-\$50,000 |
| 29 | Intercompany Claims/Intercompany Transactions/Cash Management | 5-10 | \$5,000-\$10,000 |
| 30 | Customer, Supplier and Vendor Issues | 5-25 | \$5,000-\$20,000 |
| 31 | Business Operations | 25-50 | \$15,000-\$45,000 |
| 32 | Intellectual Property | 5-10 | \$5,000-\$10,000 |
| TOTALS | | 3,485-5,035 | \$3,055,000-\$4,680,000 |

¹ Akin Gump has discounted this time by 50% in accordance with the U.S. Trustee Guidelines and the Bankruptcy Local Rules.

EXHIBIT D**SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY DURING
THE COMPENSATION PERIOD (DECEMBER 3, 2019 – FEBRUARY 29, 2020)**

| Project Category | | Hours Budgeted | Total Compensation Budgeted | Hours Billed | Fees Sought |
|------------------|--|--------------------|--------------------------------|-----------------|-----------------------|
| 2 | General Case Administration | 225-300 | \$175,000-\$250,000 | 255.10 | \$219,273.00 |
| 3 | Akin Gump Fee Application/ Monthly Billing Reports | 75-100 | \$50,000-\$75,000 | 83.70 | \$65,142.00 |
| 4 | Analysis of Other Professionals' Fee Applications/ Reports | 5-25 | \$3,000-\$15,000 | 2.40 | \$1,860.50 |
| 5 | Review/Preparation of Schedules, Statements | 25-50 | \$20,000-\$50,000 | 29.70 | \$25,395.00 |
| 6 | Retention of Professionals | 300-400 | \$200,000-\$300,000 | 323.80 | \$205,277.50 |
| 7 | Creditors Committee Matters/Meetings (including 341 Meetings) | 400-600 | \$425,000-\$650,000 | 417.40 | \$426,309.00 |
| 8 | Hearings and Court Matters/Court Preparation | 50-75 | \$50,000-\$75,000 | 59.70 | \$59,948.00 |
| 9 | Financial Reports and Analysis | 10-25 | \$5,000-\$25,000 | 286.00 | \$273,378.00 |
| 10 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 200-250 | \$200,000-\$250,000 | 2.90 | \$2,055.50 |
| 11 | Executory Contracts/License Agreements | 10-20 | \$7,000-\$15,000 | 23.40 | \$16,238.00 |
| 12 | General Claims Analysis/Claims Objections | 10-20 | \$10,000-\$20,000 | 69.10 | \$70,846.50 |
| 13 | Analysis of Pre-Petition Transactions | 50-75 | \$50,000-\$75,000 | 0.00 | \$0.00 |
| 14 | Insurance Issues | 10-25 | \$5,000-\$25,000 | 65.10 | \$43,867.00 |
| 15 | Analysis of Secured Claims/Adequate Protection Issues | 50-75 | \$30,000-\$60,000 | 56.80 | \$50,661.00 |
| 16 | Automatic Stay Issues | 25-50 | \$30,000-\$60,000 | 7.30 | \$6,856.00 |
| 17 | General Adversary Proceedings/Litigation Matters | 10-15 | \$5,000-\$15,000 | 65.70 | \$68,902.00 |
| 18 | Tax Issues | 50-75 | \$50,000-\$75,000 | 758.60 | \$741,867.50 |
| 19 | Labor Issues/Employee Benefits | 600-800 | \$600,000-\$800,000 | 293.10 | \$215,338.50 |
| 20 | Legislative/Regulatory Policy Matters | 150-200 | \$100,000-\$150,000 | 286.00 | \$273,378.00 |
| 21 | Exclusivity | 5-10 | \$5,000-\$10,000 | 0.00 | \$0.00 |
| 22 | Disclosure Statement/Solicitation/Plan/Confirmation | 50-100 | \$50,000-\$100,000 | 1.00 | \$1,350.00 |
| 23 | Asset Dispositions/363 Sales | 750-1,000 | \$700,000-\$1,000,000 | 755.50 | \$761,565.00 |
| 24 | Real Estate Issues | 250-400 | \$150,000-\$275,000 | 391.40 | \$186,371.50 |
| 25 | Travel Time ¹ | 50-100 | \$50,000-\$100,000 | 48.40 | \$52,863.50 |
| 26 | Securities Law Issues | 10-25 | \$5,000-\$25,000 | 0.00 | \$0.00 |
| 27 | Environmental | 25-50 | \$20,000-\$50,000 | 39.30 | \$33,050.50 |
| 28 | General Corporate Matters | 50-75 | \$30,000-\$50,000 | 61.10 | \$44,361.00 |
| 29 | Intercompany Claims/Intercompany Transactions/Cash Management | 5-10 | \$5,000-\$10,000 | 8.90 | \$7,590.00 |
| 30 | Customer, Supplier and Vendor Issues | 5-25 | \$5,000-\$20,000 | 3.10 | \$2,135.00 |
| 31 | Business Operations | 25-50 | \$15,000-\$45,000 | 30.70 | \$28,334.50 |
| 32 | Intellectual Property | 5-10 | \$5,000-\$10,000 | 0.00 | \$0.00 |
| TOTALS | | 3,485-5,035 | \$3,055,000-\$4,680,000 | 4,139.20 | \$3,610,836.00 |

¹ Akin Gump has discounted this time by 50% in accordance with the U.S. Trustee Guidelines and the Bankruptcy Local Rules.

EXHIBIT E**SUMMARY COVER SHEET OF FEE APPLICATION FOR THE COMPENSATION PERIOD (DECEMBER 3, 2019 – FEBRUARY 29, 2020)**

| | | |
|---|--|----------------------|
| Name of Applicant: | Akin Gump Strauss Hauer & Feld LLP | |
| Applicant's Role in Case: | Counsel to the Official Committee of Unsecured Creditors | |
| Date Order of Employment Signed: | 02/19/20 [Docket No. 958] | |
| | Beginning of Period | End of Period |
| Time period covered by this Application: | 12/03/19 | 02/29/20 |
| Time period(s) covered by prior Applications: | N/A | N/A |
| Total amounts awarded in all prior Applications: | \$0 | |
| Total fees requested in this Application: | \$3,610,836.00 | |
| Total professional fees requested in this Application: | \$3,525,497.00 | |
| Total actual professional hours covered by this Application: | 3,869.20 | |
| Average hourly rate for professionals: | \$911.17 | |
| Total paraprofessional fees requested in this Application: | \$85,339.00 | |
| Total actual paraprofessional hours covered by this Application: | 270.00 | |
| Average hourly rate for paraprofessionals: | \$316.07 | |
| Reimbursable expenses sought in this Application:¹ | \$37,756.86 | |
| Total to be Paid to Priority Unsecured Creditors: | To Be Determined | |
| Anticipated % Dividend to Priority Unsecured Creditors: | To Be Determined | |
| Total to be Paid to General Unsecured Creditors: | To Be Determined | |
| Anticipated % Dividend to General Unsecured Creditors: | To Be Determined | |
| Date of Confirmation Hearing: | To Be Determined | |
| Indicate whether plan has been confirmed: | No | |

¹ This amount includes \$12,366.14 of out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee. Expense reports for such expenses are included within Exhibit H. This amount additionally reflects an aggregate voluntary reduction of \$2,085.30 in this Application from Akin Gump's reimbursement requests made in the Prior Fee Statements on account of certain duplication expenses, as set forth in Exhibit F.

EXHIBIT F**SUMMARY OF EXPENSES FOR THE COMPENSATION PERIOD
(DECEMBER 3, 2019 – FEBRUARY 29, 2020)**

| Expense Category | Amount |
|---|--------------------|
| Computerized Legal Research - Lexis - in contract 30% discount | \$3,326.33 |
| Computerized Legal Research - Westlaw - in contract 30 % discount | \$5,033.88 |
| Computerized Legal Research - Courtlink - in contract 50 % discount | \$3.72 |
| Computerized Legal Research - Other | \$107.80 |
| Research | \$30.49 |
| Transcripts | \$300.00 |
| Courier Service/Messenger Service - Off Site | \$117.45 |
| Color Copy ¹ | \$231.70 |
| Meals – Overtime | \$254.40 |
| Meals – Business | \$308.08 |
| Meals (100%) | \$747.53 |
| Travel – Airfare ² | \$8,424.68 |
| Travel – Ground Transportation/ Mileage | \$988.40 |
| Travel – Lodging | \$2,642.43 |
| Travel – Parking | \$42.00 |
| Travel – Telephone/Fax/Internet | \$108.90 |
| Travel – Train Fare | \$1,617.28 |
| Local Transportation – Overtime | \$1,105.65 |
| Akin Gump Expenses | \$25,390.72 |
| Committee Member Expenses | \$12,366.14 |
| TOTAL | \$37,756.86 |

¹ Subsequent to the filing of the Prior Fee Statements, Akin Gump has elected to reduce its request for reimbursements on account of color copy duplication expenses from a rate of \$1.00 to \$0.10 per page, resulting in an aggregate reduction of \$2,085.30 in this expense category.

² Air transportation expenses include only coach class fares.

EXHIBIT G**SUMMARY OF FEES AND EXPENSES PAID TO DATE AND THE BALANCE OF
FEES AND EXPENSES**

| Period | Fees Incurred | Fees Requested (80%) | Fees Paid | Expenses Incurred | Expenses Paid | Balance (Fees & Expenses) |
|-----------------------|-----------------------|-------------------------|-----------------------|----------------------|--------------------|------------------------------|
| 12/3/19 – 12/31/19 | \$1,253,086.50 | \$1,002,469.20 | \$1,002,469.20 | \$25,957.00 | \$25,957.00 | \$250,617.30 |
| 1/1/20 – 1/31/20 | \$1,316,936.00 | \$1,053,548.80 | \$0.00 | \$6,331.72 | \$0.00 | \$1,323,267.72 |
| 2/1/20 – 2/29/20 | \$1,040,813.50 | \$832,650.80 | \$0.00 | \$7,553.44 | \$0.00 | \$1,048,366.94 |
| Total | \$3,610,836.00 | \$2,888,668.80 | \$1,002,469.20 | \$39,842.16 | \$25,957.00 | \$2,622,251.96 |

EXHIBIT H

DETAILED DESCRIPTION OF FEES AND EXPENSES

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹ |) | Case No. 19-36313 (DRJ) |
| |) | |
| Debtors. |) | |
| |) | (Jointly Administered) |
| |) | |

**FIRST MONTHLY FEE STATEMENT
OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
DECEMBER 3, 2019 THROUGH DECEMBER 31, 2019**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580], each Application Recipient receiving notice of this monthly fee statement shall have until 4:00 p.m. (CT), 14 days after service of this monthly fee statement to object to the fees and expenses requested herein. Upon the expiration of such 14-day period, the Debtors are authorized and directed to pay 80% of the fees and 100% of the expenses requested in this monthly fee statement that are not subject to an objection.

The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

| | |
|---|--|
| Name of Professional: | Akin Gump Strauss Hauer & Feld LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Date Order of Employment Signed: | February 19, 2020, effective <i>nunc pro tunc</i> to December 3, 2019 [Docket No. 958] |
| Time Period Covered: | December 3, 2019 – December 31, 2019 |
| Total Fees Sought: | \$1,253,086.50 |
| Amount of retainer received in case: | N/A |
| Total professional fees covered by this statement: | \$1,187,112.50 |
| Total professional hours covered by this statement: | 1,342.70 |
| Average hourly rate for professionals: | \$884.12 |
| Total paraprofessional fees covered by this statement: | \$65,974.00 |
| Total paraprofessional hours covered by this statement: | 186.00 |
| Average hourly rate for paraprofessionals: | \$354.70 |
| Reimbursable expenses sought in this statement: | \$13,590.86 |
| Out-of-pocket expenses of Committee members sought in this statement: | \$12,366.14 |
| Payment requested: | |
| 80% Fees | \$1,002,469.20 |
| 100% Expenses | \$25,957.00 |
| Total: | \$1,028,426.20 |

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580] (the “Interim Compensation Order”), and the *Order Authorizing the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP, as Counsel, Effective Nunc Pro Tunc to December 3, 2019* [Docket No. 958], the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), as counsel to the Official Committee of

Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *First Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from December 3, 2019 to December 31, 2019* (the “First Monthly Fee Statement”). By the First Monthly Fee Statement and pursuant to the Interim Compensation Order, Akin Gump seeks interim payment of (i) \$1,002,469.20 (80% of \$1,253,086.50) as compensation for professional services rendered to the Committee and (ii) \$25,957.00 for reimbursement of actual and necessary expenses,² for a total of \$1,028,426.20 for the period December 3, 2019 through and including December 31, 2019 (the “Fee Period”). Pursuant to the Interim Compensation Order, the Application Recipients have until 4:00 p.m. (CT) on the fourteenth day following service of this First Monthly Fee Statement to object to the requested fees and expenses.

Itemization of Services Rendered and Expenses Incurred

1. In support of this First Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Akin Gump partners, counsel, associates, consultants and paraprofessionals during the Fee Period with respect to each of the subject matter categories Akin Gump established in accordance with its internal billing procedures. As reflected in Exhibit A, Akin Gump incurred \$1,253,086.50 in fees during the Fee Period. Pursuant to this First Monthly Fee Statement, Akin Gump seeks compensation in the amount of \$1,002,469.20 or 80% of such fees.
 - **Exhibit B** is a schedule providing certain information regarding the Akin Gump attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this First Monthly Fee Statement. Attorneys and paraprofessionals of Akin Gump expended a total of 1,528.70 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule setting forth the amount sought with respect to each category of expenses for which reimbursement is sought in this First Monthly

² This amount includes \$12,366.14 for out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee. Expense reports for such expenses are included within Exhibit D.

Fee Statement. This First Monthly Fee Statement seeks reimbursement of expenses in the aggregate total amount of \$25,957.00, inclusive of out-of-pocket expenses incurred by Committee members in connection with their participation on the Committee.

- **Exhibit D** consists of Akin Gump's detailed records of fees and expenses incurred during the Fee Period in rendering professional services to the Committee.

Representations

2. Although Akin Gump has used its reasonable best efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this First Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Akin Gump reserves the right to seek payment of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Interim Compensation Order.

[Remainder of page intentionally left blank.]

Dated: February 28, 2020

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.

State Bar No. 00793386; S.D. Tex. No. 30464

1700 Pacific Avenue, Suite 4100

Dallas, TX 75201

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

Email: mbrimmage@akingump.com

-and-

Ira S. Dizengoff (admitted *pro hac vice*)

Philip C. Dublin (admitted *pro hac vice*)

Meredith Lahaie (admitted *pro hac vice*)

One Bryant Park

New York, NY 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com

pdublin@akingump.com

mlahaie@akingump.com

*Counsel to the Official Committee of Unsecured Creditors
of Southern Foods Group, LLC, et al.*

Application Recipients

- a. the Debtors, Attn: Kristy Waterman (kristy_waterman@deanfoods.com), Senior Vice President and General Counsel;
- b. counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com), Steven Z. Szanzer (steven.szanzer@davispolk.com), Nate Sokol (Nathaniel.sokol@davispolk.com), and Daniel E. Meyer (daniel.meyer@davispolk.com);
- c. local counsel to the Debtors, Norton Rose Fulbright US LLP, 1301 McKinney Street, Houston, Texas 77010, Attn: William R. Greendyke (william.greendyke@nortonrosefulbright.com), Jason L. Boland (jason.boland@nortonrosefulbright.com), Bob Bruner (bob.bruner@nortonrosefulbright.com), and Julie Harrison (julie.harrison@nortonrosefulbright.com);
- d. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas, 77002, Attn: Stephen D. Statham and Hector Duran Jr.; and
- e. White & Case LLP, Attn: Philip Abelson (philip.abelson@whitecase.com), as counsel to Coöperatieve Rabobank U.A., New York Branch, the administrative agent under Debtors' prepetition receivables purchase agreement, administrative agent under the Debtors' prepetition secured revolving credit facility, and administrative agent under the Debtors' postpetition financing facility.

EXHIBIT A**Summary of Hours Expended and Fees Incurred by Project Category**

| Matter Number | Matter Description | Total Hours Billed | Total Fees Requested |
|----------------------|--|---------------------------|-----------------------------|
| 2 | General Case Administration | 167.90 | \$143,533.00 |
| 3 | Akin Gump Fee Application/Monthly Billing Reports | 3.40 | \$2,815.00 |
| 4 | Analysis of Other Professionals Fee Applications/Reports | 0.90 | \$684.00 |
| 6 | Retention of Professionals | 264.00 | \$150,641.50 |
| 7 | Creditor Committee Matters/Meetings (including 341 Meetings) | 156.40 | \$145,889.50 |
| 8 | Hearings and Court Matters/Court Preparation | 19.40 | \$19,782.00 |
| 10 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 282.20 | \$270,004.00 |
| 12 | General Claims Analysis/Claims Objections | 18.40 | \$11,546.00 |
| 15 | Analysis of Secured Claims/Adequate Protection Issues | 46.80 | \$26,672.00 |
| 16 | Automatic Stay Issues | 7.30 | \$4,321.00 |
| 17 | General Adversary Proceedings/Litigation Matters | 1.90 | \$2,037.00 |
| 18 | Tax Issues | 44.30 | \$45,547.50 |
| 19 | Labor Issues/Employee Benefits | 231.00 | \$200,434.50 |
| 20 | Legislative/Regulatory Policy Matters | 48.60 | \$39,822.00 |
| 23 | Asset Dispositions/363 Sales | 40.20 | \$36,549.00 |
| 24 | Real Estate Issues | 80.30 | \$48,269.00 |
| 25 | Travel Time ¹ | 33.50 | \$37,456.00 |
| 27 | Environmental | 17.90 | \$14,860.50 |
| 28 | General Corporate Matters | 39.00 | \$29,310.00 |
| 29 | Intercompany Claims/Intercompany Transactions/Cash Management | 8.90 | \$7,590.00 |
| 30 | Customer, Supplier and Vendor Issues (including Critical Vendors) | 3.10 | \$2,135.00 |
| 31 | Business Operations | 13.30 | \$13,188.00 |
| Totals | | 1,528.70 | \$1,253,086.50 |

1. Akin Gump has discounted this time by 50% in accordance with the U.S. Trustee Guidelines and the Bankruptcy Local Rules.

EXHIBIT B**Summary of Timekeepers Included in Fee Period**

| TIMEKEEPER | DEPT. | BAR ADMISSION | RATE | HOURS | AMOUNT |
|----------------------|--------------|--------------------------|-------------|--------------|---------------|
| PARTNERS | | | | | |
| DUBLIN, PHILIP C. | FRS | 1999 | 1475.00 | 65.90 | \$97,202.50 |
| LAHAIE, MEREDITH A. | FRS | 2007 | 1250.00 | 150.20 | \$187,750.00 |
| BRIMMAGE, MARTY JR. | LIT | 1995 | 1425.00 | 25.80 | \$36,765.00 |
| BRAUNER, SARA S. | FRS | 2011 | 1125.00 | 20.40 | \$22,950.00 |
| JACOBSON, HOWARD B. | TAX | 1979 | 1120.00 | 12.50 | \$14,000.00 |
| ADLER, AIMEE M. | ECEB | 2001 | 1040.00 | 21.50 | \$22,360.00 |
| LEYDEN, LAUREN | LABOR | 2006 | 1200.00 | 45.50 | \$54,600.00 |
| TERHUNE, HENRY A | PLP | 1989 | 985.00 | 15.80 | \$15,563.00 |
| D'ARCY, SEAN G. | PLP | 1992 | 1000.00 | 8.40 | \$8,400.00 |
| TUCKER, JAMES R. | PLP | 1997 | 1020.00 | 12.80 | \$13,056.00 |
| BAIN, JOHN A. | COR | 2007 | 985.00 | 25.60 | \$25,216.00 |
| WOOD, IAIN | COR | 2006 | 1250.00 | 10.20 | \$12,750.00 |
| LAWRENCE, LACY M. | LIT | 2006 | 1020.00 | 7.10 | \$7,242.00 |
| COUNSEL | | | | | |
| NEWDECK, JOANNA | FRS | 2006 | 1100.00 | 78.65 | \$86,515.00 |
| CINER, JONATHAN A. | TAX | 1999 | 1040.00 | 25.10 | \$26,104.00 |
| CHATALIAN, JON M. | LABOR | 2008 | 975.00 | 22.50 | \$21,937.50 |
| MCGRADY, ERICA D. | COR | 1997 | 905.00 | 28.50 | \$25,792.50 |
| TIZRAVESH, ROXANNE | LIT | 2009 | 905.00 | 6.80 | \$6,154.00 |
| OELZ, ANDREW | ENV | 2001 | 905.00 | 7.60 | \$6,878.00 |
| DAVIDOV, SHARON | TAX | 2013 | 975.00 | 6.50 | \$6,337.50 |
| BUSCHING, DESIREE E. | LABOR | 2012 | 980.00 | 19.00 | \$18,620.00 |
| KIM, RYAN | COR | 2012 | 940.00 | 15.00 | \$14,100.00 |
| AGAHZADEH, ALEX | COR | 2014 | 775.00 | 11.60 | \$8,990.00 |
| PARK, DANIEL S. | LIT | 2011 | 690.00 | 12.20 | \$8,418.00 |
| ASSOCIATES | | | | | |
| THOMPSON, JULIE A. | FRS | 2015 | 760.00 | 151.65 | \$115,254.00 |
| CHEN, PATRICK C. | FRS | 2018 | 660.00 | 146.80 | \$96,888.00 |
| GARDINER, MADISON R. | FRS | 2020 | 560.00 | 117.70 | \$65,912.00 |
| FAROVITCH, AARON S. | ECEB | 2017 | 690.00 | 30.30 | \$20,907.00 |
| KLAUSNER, RACHEL | LABOR | 2016 | 770.00 | 43.30 | \$33,341.00 |
| FORBES, IMANI N. | LABOR | 2019 | 540.00 | 45.10 | \$24,354.00 |

| | | | | | |
|----------------------------|-----|------|----------|-----------------|-----------------------|
| PELAK, WILLIAM C. | COR | 2016 | 770.00 | 20.90 | \$16,093.00 |
| GRAVES, STUART J. | COR | 2006 | \$340.00 | 45.00 | \$15,300.00 |
| STEED, ALISON L. | COR | 2018 | 540.00 | 15.70 | \$8,478.00 |
| ALEXANDER, SAM R. | COR | 2018 | 540.00 | 43.30 | \$23,382.00 |
| PEEK, ERIN | LIT | 2019 | 510.00 | 7.00 | \$3,570.00 |
| LYMAN, JOHN B. | ENV | 2014 | 775.00 | 13.30 | \$10,307.50 |
| CONSULTANTS | | | | | |
| GILLIAND, JOHN | IT | N/A | \$750.00 | 7.50 | \$5,625.00 |
| PARAPROFESSIONALS | | | | | |
| KEMP, BRENDA | FRS | N/A | \$355.00 | 55.30 | \$19,631.50 |
| KRASA-BERSTELL, DAGMARA | FRS | N/A | \$395.00 | 96.20 | \$37,999.00 |
| LEVY, SOPHIA | FRS | N/A | \$235.00 | 12.10 | \$2,843.50 |
| REICHERT, MOLLY | FRS | N/A | \$250.00 | 12.40 | \$3,100.00 |
| ROBINSON, RACHEL C. | PLP | N/A | \$240.00 | 10.00 | \$2,400.00 |
| TOTALS | | | | 1,528.70 | \$1,253,086.50 |

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation; COM = Communications;
IP = Intellectual Property; ECEB = Executive Compensation/Employee Benefits;
PLP = Public Law & Policy; ENV = Environmental; IT = International Trade

EXHIBIT C**Summary of Expenses for the Fee Period**

| Expense Category | Amount (\$) |
|--|--------------------|
| Computerized Legal Research - Lexis - in contract 30% discount | 716.63 |
| Computerized Legal Research - Westlaw - in contract 30% discount | 1,117.07 |
| Courier Service/Messenger Service - Off Site | 38.70 |
| Color Copy | 864.00 |
| Meals - Overtime | 70.95 |
| Meals - Business | 192.44 |
| Meals (100%) | 545.85 |
| Travel - Airfare | 5,316.05 |
| Travel - Ground Transportation/Mileage | 646.88 |
| Travel - Lodging | 2,221.23 |
| Travel - Parking | 42.00 |
| Travel - Telephone/Fax/Internet | 67.90 |
| Travel - Train Fare | 817.00 |
| Local Transportation - Overtime | 838.96 |
| Akin Gump Expenses | 13,590.86 |
| Committee Member Expenses | 12,366.14 |
| TOTAL | 25,957.00 |

1. Air transportation expenses include only coach class fares.

EXHIBIT D

Detailed Description of Services and Expenses

Akin Gump

Strauss Hauer & Feld LLP

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
2711 NORTH HASKELL AVE
SUITE 3400
DALLAS, TX 75204
ATTN: GARY RAHLFS

Invoice Number 1874237
Invoice Date 02/26/20
Client Number 101810
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

| | | <u>HOURS</u> | <u>VALUE</u> |
|------|---|--------------|--------------|
| 0002 | General Case Administration | 167.90 | \$143,533.00 |
| 0003 | Akin Gump Fee Application/Monthly Billing Reports | 3.40 | \$2,815.00 |
| 0004 | Analysis of Other Professionals Fee Applications/Reports | 0.90 | \$684.00 |
| 0006 | Retention of Professionals | 264.00 | \$150,641.50 |
| 0007 | Creditors Committee Meetings/Meetings (including 341 Meetings) | 156.40 | \$145,889.50 |
| 0008 | Hearings and Court Matters/Court Preparation | 19.40 | \$19,782.00 |
| 0010 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 282.20 | \$270,004.00 |
| 0012 | General Claims Analysis/Claims Objections | 18.40 | \$11,546.00 |
| 0015 | Analysis of Secured Claims/Adequate Protection Issues | 46.80 | \$26,672.00 |
| 0016 | Automatic Stay Issues | 7.30 | \$4,321.00 |
| 0017 | General Adversary Proceedings/Litigation Matters | 1.90 | \$2,037.00 |
| 0018 | Tax Issues | 44.30 | \$45,547.50 |
| 0019 | Labor Issues/Employee Benefits | 231.00 | \$200,434.50 |
| 0020 | Legislative/Regulatory Policy Matters | 48.60 | \$39,822.00 |
| 0023 | Asset Dispositions/363 Sales | 40.20 | \$36,549.00 |
| 0024 | Real Estate Issues | 80.30 | \$48,269.00 |
| 0025 | Travel Time | 33.50 | \$37,456.00 |
| 0027 | Environmental | 17.90 | \$14,860.50 |
| 0028 | General Corporate Matters | 39.00 | \$29,310.00 |
| 0029 | Intercompany Claims/Intercompany Transactions/Cash Management | 8.90 | \$7,590.00 |
| 0030 | Customer, Supplier and Vendor Issues | 3.10 | \$2,135.00 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Invoice Number: 1874237

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| | | | |
|------|---|----------------|-----------------------|
| 0031 | (including Critical Vendors) Business Operations | 13.30 | \$13,188.00 |
| | TOTAL | <u>1528.70</u> | <u>\$1,253,086.50</u> |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/04/19 | PCD | 0002 Confer with M. Lahaie re task items and committee organization issues (.5); call with Davis Polk re getting up to speed (.4); call with PW re same (.4). | 1.30 |
| 12/04/19 | JFN | 0002 Participate in kick off call (.6); internal follow up conference re same (.2); review recent docket entries (.2); internal emails following kick off call (.1, .1); review background material (.8); review and comments on draft pro hacs and NOA (.5) and communications re same (.2); various communications re in person meeting with Company (.2); review and comment on task list and critical dates list and attention to issues re same (2.0). | 4.90 |
| 12/04/19 | MAL | 0002 Begin review of 12/20 matters (1.1); prepare for and participate in team meeting (.6); meet with P. Dublin re case organization (.5); prepare for (.5) and participate on (.4) initial call with Davis Polk; initial call with Paul Weiss (.4); review NOA and pro hacs (.3). | 3.80 |
| 12/04/19 | PCC | 0002 Revise task list (.3); correspond with M. Gardiner re same (.2, .1, .1); prepare for team kickoff call (.2); participate in same (.6). | 1.50 |
| 12/04/19 | JAT | 0002 Summarize 12/20 pleadings (3.1); pull precedent re same (1.2); participate in team call (.6); follow up with J. Newdeck re same (.1); prepare pro hacs and NOA and emails with M. Reichert re same (2.1); call with M. Reichert re same (.4); revise task list (.7). | 8.20 |
| 12/04/19 | MRG | 0002 Case kick-off call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen (.7); draft task list (4.1); incorporate edits to same (2.0); draft case calendar (2.5); incorporate edits to same (1.3). | 10.60 |
| 12/04/19 | MRR | 0002 Prepare pro hac vice motions (.8); confer with J. Thompson re same (.4); conduct docket update (.2); update notice parties spreadsheet (.2). | 1.60 |
| 12/05/19 | PCD | 0002 Call with M. Lahaie re organizational issues for committee and related matters. | 0.60 |
| 12/05/19 | JFN | 0002 Review revised calendar and task list (.2, .1); internal emails re same (.1); participate in follow up kick off call (1.0); internal follow up re same (.1); revise motion summaries/recommendations (1.1). | 2.60 |
| 12/05/19 | MAL | 0002 Prepare for and participate in team meeting (1.0); review task list (.3); review revised NOA and pro hacs (.3); call with P. Dublin re status and next steps (.6); related follow-up (.4). | 2.60 |
| 12/05/19 | PCC | 0002 Review and revise task list and calendar (1.1); prepare for (.2) and attend (.8) team task list call. | 2.10 |
| 12/05/19 | JAT | 0002 Pull pleading precedent (.5); summarize pleadings and emails with Akin team re same (4); call with H. Jacobson re same (.1); review task list and calendar (.5); team call (.8); prepare NOA and pro hacs (.9); revise task list (.3); call with M. Gardiner re same (.2). | 3.70 |
| 12/05/19 | MRG | 0002 Follow up call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen to review task list and case calendar (.8); call with J. Thompson to divvy review of final orders (.2); update task list and case calendar (.9); pull final orders related to first day requested relief and relevant precedent (1.4); run redlines on those and circulate (.2). | 3.50 |
| 12/05/19 | MRR | 0002 Prepare and file notice of appearance and motions to appear pro hac (2.1); update notice parties spreadsheet (.2); pull Sears motion precedent (.8). | 3.10 |
| 12/06/19 | JFN | 0002 Communications re task list (.1); review docket re recently filed pleadings (.2) and emails with team re same (.1, .1); communications with team re first day summaries/recommendations and review of certain motions with respect to same (.3, .1, .3, .1); follow up re Dec 9 meeting | 4.80 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 Invoice Number: 1874237

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | with Company (.1); emails with team re order mark ups (.2); review and comment on chart re final relief entered and proposals re same (2.9); communications re Akin review of various pleadings filed (.3). | |
| 12/06/19 | MAL | 0002 Review and comment on calendar and task list. | 0.70 |
| 12/06/19 | PCC | 0002 Revise task list (.2); email J. Thompson and M. Gardiner re same (.2); email M. Gardiner re working group list issues (.2). | 0.60 |
| 12/06/19 | JAT | 0002 Revise WIP list (.3); draft chart of first day relief (.5); review orders (6.9); emails with M. Gardiner re same (.1, .1). | 7.90 |
| 12/06/19 | MRG | 0002 Update task list (2.7); draft recommendations for final orders (1.0). | 3.70 |
| 12/06/19 | MRR | 0002 Monitor docket (.5); update notice parties spreadsheet (.3). | 0.80 |
| 12/07/19 | JFN | 0002 Review updated task list re outstanding tasks (.2); internal follow up re status of various tasks (.1, .1); review and comment summary of various first day motions and recommendations with respect thereto (2.1); internal emails with respect thereto (.3); communications with respect to review/recommendations related to final orders entered in cases (.3); review updated chart with respect to same (.3). | 3.40 |
| 12/07/19 | MAL | 0002 Internal emails re pending motions and review of same. | 1.00 |
| 12/07/19 | PCC | 0002 Revise task list (.2); review issue re same (.4); email M. Gardiner re same (.1). | 0.70 |
| 12/07/19 | JAT | 0002 Review 12/20 motions and orders (3.3); emails with Akin, BRG and MB re same (.6). | 3.90 |
| 12/07/19 | MRG | 0002 Update task list. | 0.50 |
| 12/08/19 | JFN | 0002 Internal team emails re summary of first day pleadings and recommendations (.1, .1); emails with FA and team re review of first day pleadings/recommendations (.1, .1); call with BRG re same (.4); review background information for same (.3). | 1.10 |
| 12/08/19 | MAL | 0002 Review and comment on first day order mark ups (1.0); emails re same (.5). | 1.50 |
| 12/08/19 | JAT | 0002 Summarize motions and emails with Akin, BRG and MB re same (5.4); call with BRG re motions (.4). | 5.80 |
| 12/08/19 | MRG | 0002 Call with BRG, J. Newdeck, J. Thompson, and P. Chen to discuss final first day relief. | 0.40 |
| 12/09/19 | PCD | 0002 Meeting with debtors' professionals re case issues and follow-up with committee professionals re same (1.8); call with M. Lahaie re pending committee organizational issues (.2); emails re same (.2). | 2.20 |
| 12/09/19 | EDM | 0002 Attend company/advisor meeting (1.7); attend Akin meeting re same (.5). | 2.20 |
| 12/09/19 | JFN | 0002 Review various background documents (.5); prepare for (.6) and participate in Company meeting and follow up Committee professionals meeting re same (1.7); participate in team update call (.5); follow up on related tasks (.5) | 3.80 |
| 12/09/19 | MAL | 0002 Prepare for (.7) and participate on call with company and committee advisors and related follow up (1.8); FR team meeting re case status (.5); review and comment on first day relief and proposed modifications (2.8). | 6.00 |
| 12/09/19 | IW | 0002 Prepare for (.4) and participate by teleconference (1.7) in kick-off meeting with Company counsel and advisors. | 2.10 |
| 12/09/19 | PCC | 0002 Attend FR team call re task list. | 0.50 |
| 12/09/19 | JAT | 0002 Markup orders and emails re same (5.9); call with BRG re same (.2) call with Paul Weiss re same (.2); call with M. Kapinos re same (.2); call with Davis Polk re same (.2); prepare for (.3) and participate in meeting at Davis Polk re case issues (1.7); participate in Akin team call re same (.6). | 9.30 |
| 12/09/19 | MRG | 0002 Update task list and case calendar (1.5); call with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen re status of tasks (.5). | 2.00 |
| 12/09/19 | MRR | 0002 Conduct docket update (.6); update notice parties spreadsheet (.2). | 0.80 |
| 12/10/19 | PCD | 0002 Call with M. Lahaie re general updates including conversations with | 1.50 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | Debtors' counsel, PW and Committee professionals (.5); call with creditors re case status (.2); review and comment on summaries for items up for hearing on 12/20 (.8). | |
| 12/10/19 | JFN | 0002 | 0.60 |
| 12/10/19 | MAL | 0002 | 3.70 |
| | | Update call with P. Dublin (.5); update call with PW (.5); review and comment on pending motions (2.7). | |
| 12/10/19 | PCC | 0002 | 0.90 |
| 12/10/19 | JAT | 0002 | 3.80 |
| | | Revise task list. | |
| | | Update WIP list (.4); call with M. Lahaie re case status and tasks (.2); review and comment on motions (2.1); call with M. Kapinos re same (.1); call with Paul Weiss re same (.6); call with BRG re same (.4). | |
| 12/10/19 | MRG | 0002 | 4.00 |
| 12/10/19 | MRR | 0002 | 1.00 |
| 12/11/19 | JFN | 0002 | 3.50 |
| | | Draft working group lists (3.6); update task list and case calendar (.4). Circulate docket update (.6); update spreadsheet for same (.4). | |
| | | Review and comment on task list (.3, .2); participate in team update call (.7) and follow up re same (.3); call with DP re comments to final first day orders (.5, .4); follow up communications with DP (.1, .1) and UCC professionals (.1, .2) re same; review chart re entered orders and follow up with BRG and internally re same (.6). | |
| 12/11/19 | MAL | 0002 | 0.70 |
| 12/11/19 | PCC | 0002 | 1.40 |
| | | Participate in Akin team meeting. | |
| | | Attend task list call (.7); coordinate data room logistics with DPW (.2); email M. Lahaie and J. Newdeck re creditor communications (.2); confer with J. Thompson re task list (.3). | |
| 12/11/19 | JAT | 0002 | 5.20 |
| | | Revise summary chart for first day motions (1.5); call with Davis Polk re same (.6, .3, .2); follow up call with J. Newdeck re same (.1); conduct follow up diligence (.7); call with BRG re same (.4); review WIP list (.3); participate in Akin team call (.7); follow up call with P. Chen (.4). | |
| 12/11/19 | MRG | 0002 | 3.20 |
| | | Update task list (1); create key dates calendar for Committee members (1.5); call to discuss status of tasks with M. Lahaie, J. Newdeck, J. Thompson, and P. Chen (.7). | |
| 12/11/19 | MRR | 0002 | 0.30 |
| 12/12/19 | PCD | 0002 | 0.50 |
| 12/12/19 | JFN | 0002 | 1.30 |
| | | Conduct docket update. | |
| | | Call with DOJ re case status (.1); call with M. Lahaie re same (.4). | |
| | | Review task list and outstanding issues related to case administration (.6); email with Debtors re status of final first day orders and comments with respect to same (.2); review response from Debtors' re various first day orders (.2); internal follow up re same (.3). | |
| 12/12/19 | MAL | 0002 | 1.80 |
| | | Review and comment on pending motions (1.4); call with P. Dublin re case status (.4). | |
| 12/12/19 | JAT | 0002 | 1.00 |
| 12/12/19 | MRG | 0002 | 1.10 |
| | | Revise WIP list (.3); review DP comments to orders (.7). | |
| | | Update task list and case calendar (.6); update working group list (.1); update key dates calendar (.4). | |
| 12/13/19 | JFN | 0002 | 0.70 |
| | | Review outstanding task list items and communications re same (.2); review recent docket entries (.2); follow up with Debtors re agreement related to final orders entered on first day (.2); communication with debtors re first day chart (.1). | |
| 12/13/19 | PCC | 0002 | 0.20 |
| 12/13/19 | JAT | 0002 | 1.10 |
| 12/13/19 | MRR | 0002 | 0.20 |
| 12/14/19 | JAT | 0002 | 0.70 |
| | | Comment on task list. | |
| | | Revise chart of order comments and emails re same (1.1). | |
| | | Conduct docket update. | |
| | | Review and reply to internal and external communications re negotiations with DP on proposed orders. | |
| 12/15/19 | PCC | 0002 | 0.20 |
| 12/15/19 | JAT | 0002 | 0.80 |
| | | Coordinate data room activity with DPW. | |
| | | Review and reply to internal and external emails re negotiations with DP on proposed orders. | |
| 12/16/19 | JFN | 0002 | 0.90 |
| | | Follow up with Debtors re agreement re final first day orders (.2); review chart re same (.1, .1); internal communications re same (.1); review various comments re same (.4). | |
| 12/16/19 | PCC | 0002 | 0.20 |
| 12/16/19 | JAT | 0002 | 0.30 |
| 12/16/19 | MRG | 0002 | 1.50 |
| | | Comment on task list. | |
| | | Revise task list. | |
| | | Migrate case files to netdocs (.4); update working group list (.5); update | |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 12/17/19 | JFN | 0002 task list (.6). Revise final first day chart and outstanding issues re same (.7); call with Debtors re same (.5); follow up with tax re same and review comments relates to tax motions/orders (.5); emails re final first day orders (.1); follow up with Debtors re same (.1). | 1.90 |
| 12/17/19 | JAT | 0002 Revise request chart re first day orders (.5); call with Paul Weiss re status of orders (.5); follow up emails re same (.2); update WIP list (.3). | 1.50 |
| 12/17/19 | MRG | 0002 Update task list and case calendar. | 0.30 |
| 12/17/19 | MRR | 0002 Prepare docket update. | 0.30 |
| 12/18/19 | PCD | 0002 Review comments to first day order. | 0.70 |
| 12/18/19 | JFN | 0002 Review chart re final first day orders and revisions to same (.5); internal communications and with debtors re same (.2); review proposed final order re certain first day interim orders and communications re same (.3). | 1.00 |
| 12/18/19 | JAT | 0002 Revise chart of first day asks. | 0.40 |
| 12/18/19 | MRR | 0002 Conduct docket update. | 0.20 |
| 12/19/19 | PCC | 0002 Coordinate with J. Thompson re case administration. | 0.20 |
| 12/19/19 | JAT | 0002 Update WIP and calendar. | 0.30 |
| 12/19/19 | MRR | 0002 Prepare docket update. | 0.20 |
| 12/20/19 | MRR | 0002 Monitor docket. | 0.20 |
| 12/22/19 | JAT | 0002 Review entered orders for negotiated language. | 0.60 |
| 12/23/19 | JFN | 0002 Review emails re status of final first day orders and follow up re same. | 0.20 |
| 12/23/19 | PCC | 0002 Coordinate case administration with J. Thompson. | 0.20 |
| 12/23/19 | JAT | 0002 Revise WIP list. | 0.20 |
| 12/23/19 | MRG | 0002 Update task list and case calendar (.2); circulate docket updates (.1). | 0.30 |
| 12/26/19 | MRG | 0002 Update key date calendar (.1); circulate calendar invites for DIP milestones (.1). | 0.20 |
| 12/27/19 | JAT | 0002 Revise chart re first day relief. | 0.50 |
| 12/30/19 | JFN | 0002 Review status of outstanding tasks (.1); internal communications re same (.1). | 0.20 |
| 12/30/19 | MAL | 0002 Emails with Akin team re status. | 0.20 |
| 12/04/19 | MAL | 0003 Review task codes and billing memo. | 0.30 |
| 12/05/19 | MAL | 0003 Attention to task codes and billing logistics. | 0.60 |
| 12/05/19 | JAT | 0003 Prepare billing memo. | 0.40 |
| 12/09/19 | PCC | 0003 Emails with S. Brauner re Akin fee statement issues. | 0.20 |
| 12/11/19 | PCC | 0003 Review and address Akin fee statement issues (.9); email M. Gardiner re same (.2); email J. Thompson re same (.1). | 1.20 |
| 12/17/19 | PCC | 0003 Review and respond to fee statement issues. | 0.30 |
| 12/19/19 | PCC | 0003 Review and coordinate with accounting re fee statement issues. | 0.40 |
| 12/13/19 | JAT | 0004 Review interim comp order precedent (.6); call with M. Gardiner re same (.3). | 0.90 |
| 12/03/19 | PCD | 0006 Emails re IB/FA selection process. | 0.20 |
| 12/03/19 | DK | 0006 Review debtors' conflict lists (.5); draft and update conflicts review master sheet (1.4); draft notice of appearance list (1.7); draft 2019 parties list (.8); draft Schedule 1 (1.5). | 5.90 |
| 12/03/19 | PCC | 0006 Prepare for investment banker and financial advisor pitches. | 1.80 |
| 12/04/19 | PCD | 0006 Confer with M. Lahaie re FA/IB presentations (.2); emails re same (.1); call with prospective advisors (.7). | 1.00 |
| 12/04/19 | MAL | 0006 Attention to FA/IB pitches and begin to prepare for same (2.1); confer with P. Dublin re same (.2). | 2.30 |
| 12/04/19 | DK | 0006 Review debtors' conflict lists (.7); update conflicts review master sheet (1.0); prepare conflicts list for submission to conflicts (.6); effect the above (.2); update status tracking chart (.2); update notice of appearance list (.5); update Schedule 1 (1.0). | 4.20 |
| 12/04/19 | PCC | 0006 Set up and coordinate for FA/IB pitches. | 4.50 |
| 12/05/19 | PCD | 0006 Review FA/IB presentation materials (1.6); call with prospective professionals (1.2). | 2.80 |

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|-------------|-------------|---|--------------|
| 12/05/19 | BRK | 0006 Review conflict reports re customers, directors, and litigation (8.0); update master summary chart (.5). | 8.50 |
| 12/05/19 | MAL | 0006 Prepare for FA/IB pitches including calls/emails re same. | 1.90 |
| 12/05/19 | DK | 0006 Update conflicts tracking status chart (.5); distribute conflicts review master to review team (.2); review Debtors conflicts report (1.2); analyze data (.6); research additional company info (.6); review Committee conflicts report (1); analyze data (.5); research additional company info (.5); update conflicts review summary (.7). | 5.80 |
| 12/05/19 | PCC | 0006 Prepare materials and set up for FA/IB pitches, including calls and emails re same. | 2.10 |
| 12/05/19 | MRG | 0006 Prepare for investment bank and financial advisor pitches. | 0.30 |
| 12/05/19 | SDL | 0006 Review conflict categories. | 1.50 |
| 12/06/19 | PCD | 0006 Review FA/IB pitch materials. | 1.70 |
| 12/06/19 | BRK | 0006 Review significant creditors conflict reports (4.0); update master summary chart (.3). | 4.30 |
| 12/06/19 | DK | 0006 Update conflicts tracking status chart (.5); review Banks/Lenders, etc. conflicts report (1.5); analyze data (1); research additional company info (.8); update conflicts review summary (.6). | 4.40 |
| 12/06/19 | PCC | 0006 Confer with MB and BRG re retention (.4); follow up to same (.5). | 0.90 |
| 12/08/19 | BRK | 0006 Review vendor conflict reports. | 8.00 |
| 12/09/19 | BRK | 0006 Review and analyze vendor conflict reports. | 4.20 |
| 12/09/19 | DK | 0006 Update conflicts tracking status chart (.3); review Equity Holders conflicts report (1.0); analyze data (.5); update conflicts review summary (.3); update notice of appearance list (.4); review Bondholders conflicts report (2.5); analyze data (1.0); research additional company info (.6); update conflicts review summary (.4). | 7.00 |
| 12/09/19 | PCC | 0006 Research issue re Debtor retention applications. | 0.30 |
| 12/10/19 | PCD | 0006 Review and comment on summaries of professional retention applications (.5); emails re same (.1); review comps for Evercore retention (.2). | 0.80 |
| 12/10/19 | BRK | 0006 Review and analyze data re vendors conflicts reports for retention disclosures. | 7.30 |
| 12/10/19 | JFN | 0006 Communications re MB engagement letter (.1, .1); review and comment on same (1.0). | 1.20 |
| 12/10/19 | MAL | 0006 Review analyses re EVR fee structure. | 0.50 |
| 12/10/19 | DK | 0006 Confer with J. Thompson re current conflicts list and status of review (.2); update conflicts tracking status chart (.5); review Bondholders conflicts report (4); analyze data (1.6); research additional company info (1); update conflicts review summary (.7). | 8.00 |
| 12/10/19 | SDL | 0006 Review conflict categories. | 1.00 |
| 12/11/19 | PCD | 0006 Review comps re Evercore (.2); call with M. Lahaie re Evercore retention issues (.2). | 0.40 |
| 12/11/19 | BRK | 0006 Review vendors conflicts reports (5.9); analyze data (.3). | 6.20 |
| 12/11/19 | MAL | 0006 Call with P. Dublin re EVR (.2); review EVR comp precedents and emails re same (.5); call with EVR re same (.2). | 0.90 |
| 12/11/19 | DK | 0006 Email J. Thompson re current conflicts list (.2); update schedule 1 (.5); prepare conflicts list for committee professionals (.3); confer with attorney re status (.1); update conflicts tracking status chart (.2); review Bondholders conflicts report (2.5); analyze data (1); research additional company info (.6); update conflicts review summary (.4). | 5.80 |
| 12/12/19 | BRK | 0006 Review vendors conflicts reports (4.2); analyze data (.4); update conflicts review summary (.4). | 5.00 |
| 12/12/19 | MAL | 0006 Review analysis of EVR fee structure and emails re same. | 0.70 |
| 12/12/19 | DK | 0006 Update conflicts tracking status chart (.5); review Insurance conflicts report (3.5); analyze data (1.6); research additional company info (1); confer with conflicts department re additional information (.3); review additional insurance reports (.8); update conflicts review summary (.6); | 9.00 |

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|-------------|-------------|---|--------------|
| | | update master summary (.5); update status tracking chart (.2). | |
| 12/12/19 | JAT | 0006 Review draft retention objection. | 0.50 |
| 12/12/19 | MRG | 0006 Draft retention objection. | 4.60 |
| 12/12/19 | SDL | 0006 Review conflict categories. | 1.20 |
| 12/13/19 | PCD | 0006 Calls re Evercore retention. | 0.20 |
| 12/13/19 | JFN | 0006 Review interim comp comments and internal follow up re same (.2, .1); review case precedent re same (.3). | 0.60 |
| 12/13/19 | MAL | 0006 Review EVR comps and emails re same. | 0.80 |
| 12/13/19 | MRG | 0006 Research issue for edits to interim compensation order. | 2.50 |
| 12/14/19 | MAL | 0006 Call with MB re EVR fee structure (.3); emails re same (.2). | 0.50 |
| 12/14/19 | JAT | 0006 Revise draft EVR retention objection (2.1); pull interim comp precedent (1.2). | 3.30 |
| 12/14/19 | MRG | 0006 Research issue for interim compensation motion. | 2.00 |
| 12/15/19 | PCD | 0006 Emails re analyses re debtor IB retention terms (.1); review analyses (.1). | 0.20 |
| 12/15/19 | BRK | 0006 Review vendor conflict reports. | 4.00 |
| 12/15/19 | MAL | 0006 Emails re analysis of EVR fee structure. | 0.50 |
| 12/16/19 | PCD | 0006 Call with M. Lahaie re EVR. | 0.30 |
| 12/16/19 | BRK | 0006 Review and analyze conflict data reports re vendors. | 6.00 |
| 12/16/19 | MAL | 0006 Emails re EVR fee structure and review documents re same (.7); call with P. Dublin re same (.3). | 1.00 |
| 12/16/19 | DK | 0006 Update conflicts tracking status chart (.3); review Known Affiliates conflicts report (1.6); analyze data (.6); research additional company info (.5); update conflicts review summary (.6). | 3.60 |
| 12/16/19 | MRG | 0006 Draft Akin Gump retention application. | 0.30 |
| 12/16/19 | SDL | 0006 Review conflict categories. | 3.20 |
| 12/17/19 | DK | 0006 Update notice of appearance list (1); cross check the list re Schedule 1 (.7); prepare list of not reviewed parties (.4); submit the above to conflicts (.2); update conflicts summary chart (.8); update 2019 parties list (.7); cross check the list re Schedule 1 (.4); prepare list of not reviewed parties (.4); submit the above to conflicts (.2); update conflicts summary chart (1); review and update Other Significant Creditors summary (1); research additional company info (.6); review additional conflicts reports (.4); update conflicts summary and status tracking chart (.5). | 8.70 |
| 12/17/19 | JAT | 0006 Revise interim compensation language and emails re same (.9); review draft retention objection (.6). | 1.50 |
| 12/17/19 | MRG | 0006 Draft Akin Gump retention application. | 4.10 |
| 12/18/19 | HBJ | 0006 Review PwC retention motion (.6); compare to other similar retentions (.4); discuss with S. Davidov (.2). | 1.20 |
| 12/18/19 | BRK | 0006 Update tracking chart re vendors. | 0.20 |
| 12/18/19 | DK | 0006 Update conflicts tracking status chart (.3); review notice of appearance parties (1.7); analyze data (.8); research additional company info (.6); update conflicts review summary (.5); review 2019 parties conflicts reports (2.5); analyze data (1.3); research additional company info (.7); update conflicts review summary (.7); update Schedule 1 (1.2). | 10.30 |
| 12/18/19 | SD | 0006 Discuss PWC retention with H. Jacobson. | 0.20 |
| 12/18/19 | JAT | 0006 Review emails re PWC retention (.4); review Akin retention application and email M. Gardiner re same (.4). | 0.80 |
| 12/18/19 | SDL | 0006 Review conflict categories. | 3.50 |
| 12/19/19 | PCD | 0006 Emails with M. Lahaie re Evercore retention issues (.2); emails re interim compensation order (.2). | 0.40 |
| 12/19/19 | BRK | 0006 Review and analyze conflict reports re vendors (1.0); update Master Summary Chart (.2). | 1.20 |
| 12/19/19 | DK | 0006 Review and update conflicts review master summary (1.3); update Schedule 1 (.6); draft Schedule 2 (4); draft Schedules 3 & 4 (2.5); update status tracking chart (.5). | 9.40 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/19/19 | JAT | 0006 Emails with Davis Polk and Akin re interim compensation order. | 0.50 |
| 12/19/19 | SDL | 0006 Review schedules for retention application. | 1.50 |
| 12/20/19 | PCD | 0006 Emails re EVR retention terms (.1); review analyses re same (.1). | 0.20 |
| 12/20/19 | DK | 0006 Review drafted Schedules 1, 2, 3, and 4 (1.5); proofread the above (3.5); draft status email for team with complete set of Schedules and master conflicts review summary (.5). | 5.50 |
| 12/20/19 | JAT | 0006 Review Evercore fee analysis and emails re same. | 0.40 |
| 12/21/19 | MAL | 0006 Emails with J. Thompson re status of retention applications. | 0.40 |
| 12/22/19 | PCD | 0006 Call with Evercore re retention terms (.2); emails re same (.1). | 0.30 |
| 12/22/19 | JFN | 0006 Emails re status of retention applications and comments to same. | 0.30 |
| 12/22/19 | MAL | 0006 Call with EVR re fee construct (.5); emails re same (.3); follow up call with EVR re same (.3). | 1.10 |
| 12/22/19 | MRG | 0006 Draft Akin Gump retention application. | 3.00 |
| 12/23/19 | HBJ | 0006 Prepare for and internal discussions re PWC retention (.3); call with Davis Polk, PwC and Akin teams re same (.2). | 0.50 |
| 12/23/19 | PCD | 0006 Emails re EVR (.2); confer with M. Lahaie re same (.1); confer with M. Lahaie re Akin retention application (.1). | 0.40 |
| 12/23/19 | JFN | 0006 Various communications re review of PWC retention and follow up re same. | 0.30 |
| 12/23/19 | MAL | 0006 Negotiations over EVR fee structure (.6); draft email to Committee re same (.3); confer with P. Dublin re same (.1); confer with P. Dublin re Akin retention (.1); call with J. Thompson re same (.1). | 1.20 |
| 12/23/19 | JAC | 0006 Prepare for (.8) call with Davis Polk re PwC retention (.2). | 1.00 |
| 12/23/19 | SD | 0006 Call with Akin and Davis Polk re PwC Retention motion. | 0.20 |
| 12/23/19 | JAT | 0006 Review emails re PWC retention (.4); call with Davis Polk re same (.1); call with Akin and Davis Polk re same (.2); call with H. Jacobson re same (.1); revise Akin retention application (6.1); call with M. Lahaie re same (.1); call with B. Kemp re same (.2); review emails re Evercore retention (.4). | 7.60 |
| 12/23/19 | MRG | 0006 Revise schedules to Akin Gump retention application. | 2.30 |
| 12/24/19 | PCD | 0006 Begin review of Akin retention application (.4); emails re same (.2). | 0.60 |
| 12/24/19 | MAL | 0006 Review and comment on draft retention papers and review further revisions to same (2.0); emails re same (.4). | 2.40 |
| 12/24/19 | JAT | 0006 Review emails re Evercore retention application (.3); revise Akin retention application (5.2); emails with Akin team re same (.5); pull declaration precedent (.3). | 6.30 |
| 12/24/19 | MRG | 0006 Revise schedules to Akin Gump retention application. | 3.50 |
| 12/26/19 | PCD | 0006 Review and comment on Akin retention application (2.7); emails re same (.2). | 2.90 |
| 12/26/19 | MAL | 0006 Emails re Akin retention application (.3); review comments to same (.3); review pending matters and emails re same (.3). | 0.90 |
| 12/26/19 | DK | 0006 Confer with M. Gardiner re schedules to Akin's retention application (.2); review conflicts review master summary and schedules (.3); review and organize the list of Committee Members' professionals (.3); submit the above to conflicts department (.2). | 1.00 |
| 12/26/19 | PCC | 0006 Email J. Thompson re Miller Buckfire retention application. | 0.10 |
| 12/26/19 | JAT | 0006 Revise Akin retention application and emails re same (2.1); draft declaration for BRG and MB (2.3). | 4.40 |
| 12/26/19 | MRG | 0006 Revise schedules to Akin Gump retention application (1.8); confer with D. Krasa-Berstell re same (.2). | 2.00 |
| 12/27/19 | MAL | 0006 Review revised retention papers (.2); emails re same (.2). | 0.40 |
| 12/27/19 | DK | 0006 Confer with M. Gardiner re revisions to schedules to Akin's retention application (.2); review additional parties conflicts reports (.8); update master conflicts review summary (.7) revise schedules (1.5); prepare redlines for attorneys (.4); draft status email re revised schedules for team (.3). | 3.90 |
| 12/27/19 | JAT | 0006 Revise Akin retention application and emails with Akin team and | 1.70 |

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|-------------|-------------|---|--------------|
| | | committee re same (1.1); revise declaration in support of advisors and emails re same (.6). | |
| 12/27/19 | MRG | 0006 Revise schedules to Akin Gump retention application (2.2); confer with D. Krasa-Berstell re same (.2). | 2.40 |
| 12/28/19 | JAT | 0006 Revise BRG retention application. | 2.10 |
| 12/30/19 | JAT | 0006 Revise Akin retention application (1.0); emails re same (.2). | 1.20 |
| 12/31/19 | JFN | 0006 Review Akin comments to Miller Buckfire engagement letter/retention app and various communications re same. | 0.40 |
| 12/31/19 | MAL | 0006 Review and comment on MB engagement letter. | 0.50 |
| 12/31/19 | PCC | 0006 Email J. Thompson re Miller Buckfire retention application. | 0.20 |
| 12/31/19 | JAT | 0006 Revise advisor declaration (.5); revise Miller Buckfire engagement letter (.9); revise MB retention application (1.8). | 3.20 |
| 12/03/19 | PCD | 0007 Attend meeting with committee post-selection of counsel (.5), confer with M. Lahaie re immediate organizational matters (.4). | 0.90 |
| 12/03/19 | MAL | 0007 Attend initial committee meeting (.5); review, organize, and coordinate internally re committee issues (1.7); review bylaw issues (1.7) and next steps; confer with P. Dublin re Committee issues (.4). | 4.30 |
| 12/03/19 | IW | 0007 Participate in committee meeting (.5); review next steps and coordinate same with internal team (.5). | 1.00 |
| 12/03/19 | PCC | 0007 Coordinate Committee representation and organization logistics (1.3); draft bylaws (2.9). | 4.20 |
| 12/04/19 | PCD | 0007 Review and comment on bylaws (.7); emails re same (.1). | 0.80 |
| 12/04/19 | MAL | 0007 Review and comment on by-laws. | 2.70 |
| 12/04/19 | PCC | 0007 Draft bylaws (2.4); prepare Committee organizational steps and tasks, including review of contacts and representatives (1.4). | 3.80 |
| 12/05/19 | PCD | 0007 Emails with DPW re upcoming meetings and agenda for same (.1); calls and emails with M. Lahaie re same (.1). | 0.20 |
| 12/05/19 | JFN | 0007 Various communications re upcoming meeting between Company and Committee (.1); review and comment on draft Committee agenda (.1, .1). | 0.30 |
| 12/05/19 | MAL | 0007 Emails with the committee re by-laws (.3); review and comment on draft committee agenda (.4). | 0.70 |
| 12/05/19 | JAT | 0007 Draft committee fee form (.4); draft committee agenda (.8). | 1.20 |
| 12/06/19 | PCD | 0007 Attend UCC meeting for FA/IB pitches and update and follow-up with advisors. | 3.80 |
| 12/06/19 | JFN | 0007 Various emails re claims agent/information protocol (.1, .1); participate in FA/IB pitches (3.3). | 3.50 |
| 12/06/19 | MAL | 0007 Prepare for and participate on committee meeting, financial advisor pitches, investment banker pitches (3.3); related follow-up (.8); coordinate in-person meeting (.7). | 4.80 |
| 12/06/19 | PCC | 0007 Prepare for Committee meeting re FA and investment banker pitches (3.9); participate in same (3.3); email M. Lahaie re Committee organizational issue (.3); email DPW re bylaws (.1); revise same (.1). | 7.70 |
| 12/06/19 | JAT | 0007 Participate in pitches telephonically (partial). | 3.00 |
| 12/06/19 | MRG | 0007 Prepare for Committee call and advisor pitches (3.6); attend IB/FA pitches (3.0). | 6.60 |
| 12/09/19 | MAL | 0007 Prepare agenda for committee call. | 0.60 |
| 12/09/19 | PCC | 0007 Review and revise Committee bylaws. | 0.40 |
| 12/10/19 | JFN | 0007 Review emails re 341 meeting (.2); review comments to agenda (.3); follow up re same (.2, .2); review comments re equity committee and communications re same (.3, .1); review equity committee requests and internal communications re same (.2); review precedent re same (.2, .1); internal communications re WGL (.1, .1); review and comment on 2019 statement (.2); internal communications re equity request (.2); email Debtor re same (.1) and review related response (.1); review issues for equity letter response (.2). | 2.80 |
| 12/10/19 | MAL | 0007 Prepare for 12/12 committee call. | 1.00 |

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|-------------|-------------|---|--------------|
| 12/10/19 | PCC | 0007 Emails with DPW re UCC bylaws (.8); prepare for Committee call (.3). | 1.10 |
| 12/10/19 | JAT | 0007 Prepare and revise agenda (.2, .3); emails re same (.4); revise 2019 (.2); participate in 341 Meeting (.5); revise WGL (.3); draft reply to request for equity committee (.5). | 2.40 |
| 12/10/19 | MRG | 0007 Draft 2019 statement. | 1.50 |
| 12/11/19 | HAT | 0007 Attend call with creditors committee. | 1.30 |
| 12/11/19 | JRT | 0007 Call with committee (1.2); prep call re same (.5). | 1.70 |
| 12/11/19 | PCD | 0007 Pre-call for committee call (.5); committee call (1.2). | 1.70 |
| 12/11/19 | EDM | 0007 Attend Committee advisors pre-call (.5); committee call (1.2). | 1.70 |
| 12/11/19 | JFN | 0007 Participate in professionals pre call (.5); participate in Committee call (1.2); review precedent re equity committees (.5); review and comment on response to UST re equity committee and review materials related to same (1.5); communications re same (.2). | 3.90 |
| 12/11/19 | MAL | 0007 Prepare for committee call (1.3); professionals precall (.5); committee call (1.2); review equity committee requests and emails re same (.4). | 3.40 |
| 12/11/19 | IW | 0007 Prepare for and participate in pre-call amongst professionals (.5); prepare for and participate in committee update call (1.0). | 1.50 |
| 12/11/19 | PCC | 0007 Prepare for Committee call (1.8); attend same (1.2); attend precall re same (.5). | 3.50 |
| 12/11/19 | JAT | 0007 Draft and revise letter re equity committee (3.4); participate in committee pre call (.5); participate in committee call (1.2); review draft timeline for committee (.2). | 5.30 |
| 12/11/19 | MRG | 0007 Prepare for Committee meeting (1); pre-call as to same with with P. Dublin, M. Lahaie, J. Newdeck, J. Thompson, P. Chen, I. Wood, E. McGrady, J. Tucker (.5); Committee call (1.2). | 2.70 |
| 12/11/19 | JRG | 0007 Creditors Committee telephone conference call. | 1.20 |
| 12/12/19 | JFN | 0007 Review various emails related status of committee critical vendor inquiries (.1); review revised timeline for Committee (.1); call with noteholder re case status (.4); review information related to committee membership request (.1); communications re equity committee response (.1, .1). | 0.90 |
| 12/12/19 | JAT | 0007 Revise letter re equity committee and emails re same (2.9); call with BRG re same (.2); summarize committee member request (.3); revise timeline for committee member (.2). | 3.60 |
| 12/12/19 | MRR | 0007 Cite check letter re equity committee. | 1.50 |
| 12/13/19 | JFN | 0007 Review comments to equity committee letter draft and internal emails re same. | 0.40 |
| 12/13/19 | MAL | 0007 Confer with committee members re request for additional appointment (.6); review and comment on equity letter (1.0); review 2019 statement (.3). | 1.90 |
| 12/13/19 | JAT | 0007 Review emails re potential committee members (.3); revise equity committee letter (1.2). | 1.50 |
| 12/13/19 | MRG | 0007 Edit 2019 statement form (.2); update task list and case calendar (.3). | 0.50 |
| 12/16/19 | JFN | 0007 Review and comment on committee information website and internal emails re same. | 0.40 |
| 12/16/19 | PCC | 0007 Revise Committee bylaws (.5); email M. Lahaie re same (.1). | 0.60 |
| 12/16/19 | JAT | 0007 Prep for meeting with company and Committee (3.2); call with M. Lahaie re same (.1); review website markup (.4); call with members re potential new member (.4). | 4.10 |
| 12/17/19 | EDM | 0007 Review and revise confidentiality provisions in bylaws. | 0.90 |
| 12/17/19 | JFN | 0007 Communications re bylaws and review status of same (1.0); call with P. Chen re same (.3); attention to finalizing bylaws (.4); consider revisions to bylaws and update re same (.3); review debtors comments to bylaws and work through issues related to same (1.1); internal communications re same (.1); follow up with corporate re same (.2) and revise bylaws re same (.2); email debtors and committee re same (.1, .1, .1); various commenting re same (.5). | 4.40 |

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| 12/17/19 | MAL | 0007 Call with unsecured creditor re case issues. | 0.40 |
| 12/17/19 | PCC | 0007 Email J. Newdeck re Committee bylaws (.3); prepare list of open issues re same (.3); confer with J. Newdeck re same (.3); email N. Sokol re same (.2); email Committee members re same (.5); revise bylaws (1.4). | 3.00 |
| 12/17/19 | JAT | 0007 Prep for Dallas meetings (2.6); update 2019 statement (.3); proof website and emails with Akin and Epiq re same (.6). | 3.50 |
| 12/18/19 | EDM | 0007 Review and revise confidentiality provisions in bylaws. | 0.50 |
| 12/18/19 | JFN | 0007 Internal communications re Debtors' comments to confi bylaw provisions (.1, .1); revisions to same (.2); revise full bylaws (.2); emails with Debtors re confi provision (.1); follow up with Committee member re comments (.1); internal emails re agenda (.1); follow up with debtors re confi provision (.1); call with committee member re bylaws (.2) and follow up communications/revisions re same (.3); consider various issues related to Dec 19 meeting (.2); consider Debtors' comments to bylaws and various communications/revisions re same (1.0). | 2.70 |
| 12/18/19 | MAL | 0007 Prepare for Committee meeting. | 0.50 |
| 12/18/19 | PCC | 0007 Revise bylaws to incorporate discussions with Debtors and Committee members (2.0); email M. Lahaie re same (.2). | 2.20 |
| 12/18/19 | JAT | 0007 Draft and revise Committee agenda (1.5); review discussion materials (.4); prep for Dallas meetings (2.1). | 4.00 |
| 12/19/19 | PCD | 0007 Prepare for management meeting (.6); attend meeting with committee and company in Dallas (3.0); follow-up emails re same (.2). | 3.80 |
| 12/19/19 | EDM | 0007 Attend Company presentation (3.0); review and revise confidentiality provisions in bylaws (1.0); call with Debtors, J. Newdeck and P. Chen re same (.3). | 4.30 |
| 12/19/19 | JFN | 0007 Participate in committee presentation and follow up re same (3.0); review status of bylaw comments (.2); call with Debtors, E. McGrady and P. Chen re same (.3); follow up conversation with corporate re same (.3); revise bylaws and various follow up re same (.7); emails with Debtors and internally re same (.2); emails re committee call (.1); participate in committee pre call (.5). | 5.30 |
| 12/19/19 | MAL | 0007 Prepare for management meeting (.8); attend management meeting (3.0); related follow up with committee members (2.0). | 5.80 |
| 12/19/19 | IW | 0007 Review bylaws. | 0.30 |
| 12/19/19 | PCC | 0007 Attend Committee meeting telephonically (partial) (.5); participate in call with J. Newdeck, E. McGrady, and DPW re bylaws (.3); email J. Newdeck re same (.2). | 1.00 |
| 12/19/19 | JAT | 0007 Prep for meeting with Committee and Company (.5); participate in same (3.0); revise 2019 statement (1.5). | 5.00 |
| 12/20/19 | JFN | 0007 Various emails re bylaws (.2); consider revisions to same (.2); follow up re same (.2). | 0.60 |
| 12/22/19 | EDM | 0007 Review and revise confidentiality provisions in bylaws. | 0.60 |
| 12/23/19 | JFN | 0007 Revise bylaws and email Debtors re same. | 0.20 |
| 12/23/19 | MAL | 0007 Call with unsecured creditors re Committee matters. | 0.70 |
| 12/23/19 | JAT | 0007 Review emails re 2019 statement. | 0.30 |
| 12/24/19 | JAT | 0007 Draft summaries of recently-filed motions for committee. | 0.60 |
| 12/26/19 | JAT | 0007 Summarize recent pleadings for committee. | 0.70 |
| 12/26/19 | MRG | 0007 Research precedent for UCC 2019 Statement. | 2.00 |
| 12/27/19 | JFN | 0007 Review Debtors' comments to bylaws and follow up with Committee member re same. | 0.30 |
| 12/30/19 | JFN | 0007 Communications with Committee member re bylaws (.1); review comments re same (.1). | 0.20 |
| 12/05/19 | BRK | 0008 Request November 13, 2019 transcript from court reporter (.1); receipt of same and circulate to attorney (.3). | 0.40 |
| 12/18/19 | MLB | 0008 Develop strategy for meeting with management and second day hearings (.5); review hearing witness and exhibit list (.3). | 0.80 |
| 12/18/19 | JAT | 0008 Prep for hearing (.2); call with M. Gardiner re same (.1); review | 0.90 |

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| 12/18/19 | MRG | 0008 proposed orders (.5); call with Paul Weiss re same (.1). Compile filings into book to print for second day hearing (1.2); call with J. Thompson re hearing (.1). | 1.30 |
| 12/19/19 | MAL | 0008 Prepare script and strategy for second day hearing. | 1.80 |
| 12/19/19 | MLB | 0008 Prepare for second day hearings. | 1.00 |
| 12/19/19 | PCC | 0008 Prepare materials for second day hearing. | 0.20 |
| 12/19/19 | JAT | 0008 Prepare materials and script for second day hearing. | 0.80 |
| 12/19/19 | MRG | 0008 Compile filings into book to print for second day hearing. | 1.30 |
| 12/20/19 | PCD | 0008 Emails re hearing (.1); call with M. Lahaie re same (.1). | 0.20 |
| 12/20/19 | MAL | 0008 Prepare for (1.0) and attend second day hearing (1.5); related follow up (2.0); call with P. Dublin re same (.1). | 4.50 |
| 12/20/19 | MLB | 0008 Finalize preparations for and attend second day hearings (1.7); assist with issues on behalf of the Committee re same (.5). | 2.20 |
| 12/20/19 | PCC | 0008 Attend second day hearing telephonically. | 1.50 |
| 12/20/19 | JAT | 0008 Prep for hearing (.5); participate in same (1.5); draft hearing summary for committee (.5). | 2.50 |
| 12/03/19 | TK | 0010 Review and revise DIP credit agreement summary (1.6); review collateral information (.5); internal email correspondence re same (.2). | 2.30 |
| 12/04/19 | MAL | 0010 Meet with finance team re DIP and securitization facility. | 0.40 |
| 12/04/19 | TK | 0010 Review DIP credit agreement re DIP issues list; email correspondence (.3) and internal discussion (.4) re same. | 0.70 |
| 12/04/19 | PCC | 0010 Attend internal DIP meeting. | 0.40 |
| 12/05/19 | MAL | 0010 Call with Akin team re DIP issues (.8); continue review of documents re same (.3). | 1.10 |
| 12/05/19 | SLB | 0010 Prepare for (.5) and participate on (.8) call with members of FR team re open DIP issues; review Interim DIP Order (1.5); follow-up communications with members of FR and Finance teams re same (.7). | 3.50 |
| 12/05/19 | PCC | 0010 Call with S. Brauner, M. Lahaie and M. Gardiner re proposed DIP order (.8); review precedent and research issues re same (1.3); prepare mark up to same (6.2). | 8.30 |
| 12/05/19 | MRG | 0010 Call with M. Lahaie, S. Brauner, and P. Chen re markup of DIP order. | 0.80 |
| 12/06/19 | MAL | 0010 Continue review of DIP and discuss same with Akin team. | 2.00 |
| 12/06/19 | SLB | 0010 Comment on Interim DIP Order mark-up (3.7); internal communications with members of FR team re same (.9). | 4.60 |
| 12/06/19 | TK | 0010 Review DIP credit agreement (.3); review and revise DIP issues list (.7); email correspondence and internal discussion re same (.2). | 1.20 |
| 12/06/19 | PCC | 0010 Correspond with S. Brauner re DIP issues list (.2); draft same (.9). | 1.10 |
| 12/07/19 | SLB | 0010 Correspondence with members of FR team re DIP issues and mark-up of proposed form of order. | 0.50 |
| 12/07/19 | PCC | 0010 Draft revised issues list (1.8); draft comments to proposed DIP order (2.0); email S. Brauner re same (.2). | 4.00 |
| 12/08/19 | PCD | 0010 Emails re DIP timing and related issues. | 0.10 |
| 12/08/19 | MAL | 0010 Review and comment on interim DIP order. | 2.00 |
| 12/08/19 | SLB | 0010 Internal correspondence with members of FR team re DIP Order mark-up and related issues. | 0.80 |
| 12/08/19 | PCC | 0010 Revise comments to proposed DIP order (1.8); revise issues list (1.1). | 2.90 |
| 12/09/19 | PCD | 0010 Review initial comments to DIP order (.7); emails with S. Brauner re same (.2). | 0.90 |
| 12/09/19 | JFN | 0010 Emails with Debtors re cash management order (.1); comment on same (.2); email advisors re same (.1). | 0.50 |
| 12/09/19 | MAL | 0010 Review and comment on DIP order and review and revise issues list. | 3.00 |
| 12/09/19 | SLB | 0010 Correspondence with members of FR team re open DIP issues and objection re same (.7); analyze issues re same (.9). | 1.60 |
| 12/09/19 | PCC | 0010 Revise comments to proposed DIP order (1.7); revise issues list (.6); email S. Brauner re comments to proposed DIP order (.2); revise same (.2); revise and draft issues list (1.4). | 4.10 |
| 12/10/19 | PCD | 0010 Review draft final DIP order (1.1); comment on same (1.2); emails re | 2.90 |

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| 12/10/19 | MAL | 0010 same (.2); call with M. Lahaie re same (.4). Review and comment on DIP documents (3.0); comment on issues list (.7); call with Committee advisors re same (.7); calls with P. Dublin re DIP (.4). | 4.80 |
| 12/10/19 | SLB | 0010 Call with Akin team re DIP (.7); review DIP documents (.5). | 1.20 |
| 12/10/19 | TK | 0010 Review collateral documents (1.8); review DIP credit agreement and revise issues list (1.0); email correspondence re same (.2). | 3.00 |
| 12/10/19 | PCC | 0010 Email S. Brauner re DIP issues (.1, .1); email M. Lahaie re issues list (.1); email Miller Buckfire and BRG re issues on same (.3); email J. Newdeck re same (.1); email M. Lahaie re DIP order comments (.2); draft DIP objection (.8). | 1.70 |
| 12/11/19 | PCD | 0010 Review and comment on DIP order (2.1); review and comment on DIP order issues list (.5); call with M. Lahaie re DIP (.2). | 2.80 |
| 12/11/19 | MAL | 0010 Review and comment on DIP documents (3.5); call with P. Dublin re DIP (.2). | 3.70 |
| 12/11/19 | SLB | 0010 Internal communications with members of FR team re DIP objection. | 0.40 |
| 12/11/19 | PCC | 0010 Review draft issues list (1.2); draft DIP objection (9.6). | 10.80 |
| 12/12/19 | PCD | 0010 Call with M. Lahaie re DIP issues and related matters (.6); review DIP order (.7). | 1.30 |
| 12/12/19 | MAL | 0010 Call with DP re DIP issues list (.7); call with W&C re same (1.0); revisions to same (1.0); continue to review and comment on DIP documents (3.5); call with P. Dublin re same (.6). | 6.80 |
| 12/12/19 | SLB | 0010 Revise DIP objection (3.5); internal communications with members of FR team re same (.5); participate on call with DIP lenders' counsel re open issues in connection with the same (1.0). | 5.00 |
| 12/12/19 | MLB | 0010 Review DIP objection (.3); work on DIP discovery issues (2.4). | 2.70 |
| 12/12/19 | TK | 0010 Review DIP Credit Agreement and DIP summary (.5); email correspondence with finance team and M. Lahaie re DIP issues (.2). | 0.70 |
| 12/12/19 | PCC | 0010 Correspond with J. Newdeck re DIP order comments (.3); research issues re DIP order (2.4); email BRG re same (.1); email DPW re same (.1); confer with S. Brauner re DIP objection (.1); email M. Gardiner re same (.1); draft same (4.2); attend call with DPW re DIP (.7); attend call with W&C re same (1.0). | 9.00 |
| 12/13/19 | PCD | 0010 Review and comment on DIP order (1.2); emails re same (.2); calls re same (.2). | 1.60 |
| 12/13/19 | JFN | 0010 Internal communications re securitization order (.3); review motion and preliminary comments on order (1.7); internal follow up re same (.1). | 2.10 |
| 12/13/19 | MAL | 0010 Negotiations re committee objections to DIP facility (2.0); review and comment on DIP objection (2.5); emails re securitization facility (.5); review and comment on DIP discovery (.3). | 5.30 |
| 12/13/19 | RT | 0010 Confer with team re diligence for DIP (.1); work with team on draft discovery re DIP Motion (.6); review draft DIP order (.3); review background documents re Debtors (.3); correspondence with team re DIP discovery (.9). | 2.20 |
| 12/13/19 | SLB | 0010 Internal communications with members of FR team re DIP objection and related issues. | 0.50 |
| 12/13/19 | MLB | 0010 Comment on DIP objection issues (.5); revise DIP discovery documents (2.4); confer with L. Lawrence and M. Gardiner re same (.2). | 3.10 |
| 12/13/19 | LML | 0010 Confer with M. Gardiner and M. Brimmage re potential DIP litigation (.2); work on follow up to same (.7); review and revise draft document requests (.3). | 1.20 |
| 12/13/19 | TK | 0010 Review DIP credit agreement and prepetition collateral documents re guarantor analysis (1.8); correspondence with M. Lahaie and P. Dublin re same (.2). | 2.00 |
| 12/13/19 | PCC | 0010 Draft DIP objection (6.2); research issues re same (4.2); review comments to DIP order (.8). | 11.20 |
| 12/13/19 | DP | 0010 Revise draft information requests to the Debtors re DIP Motion (.8); | 1.70 |

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| 12/13/19 | MRG | 0010 review draft DIP order (.5); review draft objection to DIP Motion (.4). Research for DIP objection (3.9); edit AG comments to DIP final order (4.7); call with M. Brimmage and L. Lawrence re discovery for DIP issues (.2). | 8.80 |
| 12/14/19 | PCD | 0010 Review and comment on draft DIP objection (2.1); emails re same (.2); review research re same (.4); emails re DIP order comments (.1); review and comment on revised DIP order (.9). | 3.70 |
| 12/14/19 | JFN | 0010 Various internal emails re securitization/DIP orders. | 0.20 |
| 12/14/19 | MAL | 0010 Review and revise DIP objection and issues list (3.0); emails re same (.7). | 3.70 |
| 12/14/19 | RT | 0010 Confer with team re draft discovery re DIP. | 0.10 |
| 12/14/19 | MLB | 0010 Review research on DIP objection issues (.6); review and comment on DIP discovery issues (1.5). | 2.10 |
| 12/14/19 | LML | 0010 Review and revise discovery requests in connection with DIP discovery. | 0.30 |
| 12/14/19 | PCC | 0010 Research issues re DIP objection (3.9); email M. Lahaie re same (.1); email M. Gardiner re same (.1); draft revisions and incorporate comments to same (5.8, 1.6). | 11.50 |
| 12/14/19 | DP | 0010 Revise deposition notice to Debtors re DIP Motion (.5); revise formal discovery requests to Debtors re DIP Motion (.1). | 0.60 |
| 12/14/19 | MRG | 0010 Circulate edits to DIP order markup (.3); edit DIP objection (1); conduct research for DIP objection (3.9). | 5.20 |
| 12/15/19 | PCD | 0010 Call with M. Lahaie re DIP negotiations. | 0.30 |
| 12/15/19 | MAL | 0010 Review and comment on revised DIP objection (1.8); prepare for (.4) and participate on all hands call re DIP issues (1.0); follow up call with P. Dublin (.3). | 3.50 |
| 12/15/19 | RT | 0010 Correspondence with team re draft discovery re DIP (.3); review and revise draft discovery re DIP (.7). | 1.00 |
| 12/15/19 | MLB | 0010 Comment on DIP objection (.8); work on DIP discovery drafts (1.7); analyze potential resolution of DIP objection issues (.4). | 2.90 |
| 12/15/19 | LML | 0010 Review and revise deposition notice in connection with DIP discovery. | 0.30 |
| 12/15/19 | PCC | 0010 Call with Debtors and lenders re DIP order (1.0); incorporate comments and draft DIP objection (7.2). | 8.20 |
| 12/15/19 | MRG | 0010 Conduct research for DIP objection. | 2.50 |
| 12/16/19 | PCD | 0010 Calls with WC, DPW, and Committee advisors re DIP (2.1); review and comment on documents (2.6). | 4.70 |
| 12/16/19 | MAL | 0010 Call with BRG and MB re DIP (.2); call with Debtors and lenders re same (.6); call with P. Dublin, L. Lawrence, and M. Brimmage re same (.4); review and revise documents for same (6.1). | 7.30 |
| 12/16/19 | DK | 0010 Correspond with P. Chen re cite checking the DIP objection (.2); review the document (.5); confer with M. Reichert re logistics of cite checking the objection (.2); cite check the objection (2); prepare version of objection with cite checking revisions for attorney review (.3); organize precedent for attorneys in the precedent folder (.5). | 3.70 |
| 12/16/19 | RT | 0010 Confer with team re draft DIP discovery. | 0.10 |
| 12/16/19 | SLB | 0010 Review and comment on draft DIP objection (1.8); internal correspondence with members of FR team re same (.5). | 2.30 |
| 12/16/19 | MLB | 0010 Revise discovery and deposition documents re the DIP motion (1.4); work on DIP deposition preparation issues (.8); confer with P. Dublin, M. Lahaie, and L. Lawrence re same (.4). | 2.60 |
| 12/16/19 | LML | 0010 Confer with M. Brimmage, P. Dublin, and M. Lahaie re status and potential litigation in connection with DIP hearing (.4); revise discovery requests in connection with DIP Motion (.2); review and analyze draft Objection to DIP Motion (.4); review and analyze updates re status of potential litigation in connection with DIP Motion (.3). | 1.30 |
| 12/16/19 | TK | 0010 Review prepetition collateral documents and DIP Credit Agreement re issues list (1.4); email correspondence re same (.2). | 1.60 |
| 12/16/19 | PCC | 0010 Call with BRG and MB re DIP order (.2); revise DIP objection (5.6); | 6.40 |

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| | | attend call with Debtors and lenders re same (.6). | |
| 12/16/19 | DP | 0010 Revise deposition notice to Debtors re DIP Motion. | 0.10 |
| 12/16/19 | MRG | 0010 Conduct research for DIP objection. | 3.10 |
| 12/16/19 | MRR | 0010 Cite check DIP objection. | 2.20 |
| 12/17/19 | PCD | 0010 Call with Debtors and lenders and Akin team (1.2) and M. Lahaie (.7) re DIP; emails re same (.4); review and comment on DIP order mark-ups (1.7). | 4.00 |
| 12/17/19 | MAL | 0010 Settlement discussions re DIP issues including call with Debtors, lenders and Akin team (1.2) and P. Dublin (.7); emails re same (.2); review and comment on documents re same (6.2); revise DIP objection (.4). | 12.30 |
| 12/17/19 | MLB | 0010 Analyze and comment on resolution of DIP objections and related issues (1.4); review DIP deposition preparation issue (1.0); prepare discovery re DIP motion (.7). | 3.10 |
| 12/17/19 | LML | 0010 Review and revise Witness and Exhibit List in connection with upcoming hearing on DIP Motion (.2); resolve issues re document production and upcoming depositions in connection with DIP Motion (.9); review and revise deposition notice in connection with DIP Motion (.2). | 1.30 |
| 12/17/19 | PCC | 0010 Revise DIP order (.4); incorporate further comments from P. Dublin and M. Lahaie to same (1.2); attend call with Debtors and lenders re same (1.2); emails to M. Lahaie re same (.5); confer with M. Gardiner re same (.2); review data room documents re same (.1); call with D. Keeton re same (.2). | 3.90 |
| 12/17/19 | DP | 0010 Revise draft witness and exhibit list re hearing on DIP Motion (.1); coordinate with eDiscovery teams re Debtors' document production re DIP Motion (.4); analyze documents in said production (.8). | 1.30 |
| 12/17/19 | MRG | 0010 Edit DIP order markup (3.3); confer with P. Chen re same (.2). | 3.50 |
| 12/17/19 | LEP | 0010 Draft, edit, and revise witness and exhibit list for DIP motion hearing. | 1.30 |
| 12/18/19 | PCD | 0010 Conference with I. Dizengoff re DIP (.2); external calls re same (.6); emails re same (.4); review and comment on documents (1.8); confer with M. Lahaie re DIP (.3). | 3.30 |
| 12/18/19 | MAL | 0010 Settlement discussions re DIP issues (2.8); call with P. Dublin re same (.3); emails re same (.2). | 3.30 |
| 12/18/19 | MLB | 0010 Prepare for DIP hearing (.8); work on DIP deposition preparation issues (1.0). | 1.80 |
| 12/18/19 | LML | 0010 Prepare for upcoming depositions in connection with DIP Motion (1.4); review and revise Witness and Exhibit List in connection with DIP Motion (.3). | 1.70 |
| 12/18/19 | PCC | 0010 Incorporate revisions/comments to DIP order and objection (1.2); continue revision of DIP objection (1.1); coordinate paralegal cite checking and filing efforts on same (.4); review precedent re DIP order (.1); email M. Gardiner re same (.1); review correspondence re same (.2); review proposed final securitization facility order (1.4). | 4.50 |
| 12/18/19 | DP | 0010 Analyze documents produced by the Debtors re DIP Motion (1.8); analyze draft objection to DIP Motion (2.3); analyze DIP Motion (1.0); analyze related pleadings (.4); review proposed draft DIP order (.4); coordinate logistics for depositions re DIP Motion (.6); draft outline for depositions re DIP Motion (1.5); research issues re B. Yi and B. Fox re said depositions (.4); revise witness and exhibit list re hearing on DIP Motion (.1). | 8.50 |
| 12/18/19 | MRG | 0010 Review edits to DIP order markup (.8); circulate redline as to same (.1); circulate DIP objection (.1). | 1.00 |
| 12/19/19 | PCD | 0010 Emails re DIP (.2); confer with M. Lahaie re same (.2); review revisions to DIP order (.2). | 0.60 |
| 12/19/19 | JFN | 0010 Review and comment on securitization order (.5, .2) and call with WC re same (.3). | 1.00 |
| 12/19/19 | MAL | 0010 Call with P. Dublin re DIP issues (.2); review revisions to same (.2). | 0.40 |

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|-------------|-------------|--|--------------|
| 12/19/19 | PCC | 0010 Email D. Keeton re DIP order (.1); email J. Newdeck re securitization order (.2). | 0.30 |
| 12/23/19 | JAT | 0010 Review emails re LOC (.2); call with Davis Polk re same (.1). | 0.30 |
| 12/05/19 | JFN | 0012 Review research related to certain claim analysis and emails re same. | 0.40 |
| 12/07/19 | MRG | 0012 Research case law and draft memo re specific claims issues. | 5.10 |
| 12/08/19 | JFN | 0012 Review and comment on memo related to claims issues (.6, .3) and internal emails re same (.1). | 1.00 |
| 12/08/19 | MRG | 0012 Research claims issues and recent case law on same (3.0); draft memoranda and case summaries as to same (4.0). | 7.00 |
| 12/09/19 | JFN | 0012 Review and comment on revised research memo re analysis of certain claim issues and summary of case related to same. | 0.90 |
| 12/09/19 | MRG | 0012 Research and write memoranda re claims issues. | 4.00 |
| 12/04/19 | TK | 0015 Review and revise collateral summary. | 0.90 |
| 12/04/19 | SRA | 0015 Begin drafting collateral review (3.1); review prepetition documents and schedules to understand prepetition collateral (1.1). | 4.20 |
| 12/06/19 | SRA | 0015 Conduct collateral review. | 1.70 |
| 12/07/19 | SRA | 0015 Conduct collateral review (1.6); chart lien results (3.0); review datasite documents re same (.6). | 5.20 |
| 12/08/19 | SRA | 0015 Conduct collateral review (3.2); chart lien results (6.9); review datasite documents re same (1.5). | 11.60 |
| 12/09/19 | SRA | 0015 Conduct collateral review and chart lien results. | 5.50 |
| 12/10/19 | SRA | 0015 Conduct collateral review. | 6.30 |
| 12/11/19 | SRA | 0015 Conduct collateral review (3.2); chart lien results (2.5). | 5.70 |
| 12/12/19 | SRA | 0015 Chart lien results (1.5); review datasite documents re collateral review (1.6). | 3.10 |
| 12/19/19 | TK | 0015 Review prepetition collateral documents re lien analysis (.4); email correspondence re same (.2). | 0.60 |
| 12/20/19 | TK | 0015 Review prepetition collateral documents (1.5); email correspondence re lien review (.5). | 2.00 |
| 12/19/19 | JAT | 0016 Summarize automatic stay motion. | 0.90 |
| 12/26/19 | LML | 0016 Work on issues re Motion to Extend Automatic Stay. | 0.30 |
| 12/27/19 | LML | 0016 Review and analyze update re Motion to Extend Stay. | 0.20 |
| 12/27/19 | LEP | 0016 Research re extension of automatic stay to non-debtor actions (.8); email with L. Warrick re same (.1). | 0.90 |
| 12/30/19 | JFN | 0016 Emails re filed lift/stay motions. | 0.20 |
| 12/31/19 | LEP | 0016 Draft memo re extension of automatic stay to non-debtor actions (2.9); research re same (1.9). | 4.80 |
| 12/12/19 | LML | 0017 Review and revise litigation hold notice. | 0.30 |
| 12/15/19 | RT | 0017 Confer with corporate team re litigation diligence review. | 0.10 |
| 12/17/19 | RT | 0017 Email with team re draft 30(b)(6) notice (.1); correspondence with team and E-Discovery re document review set up (.5); review comments on litigation hold notice (.1); confer with litigation team re draft litigation hold notice (.1). | 0.80 |
| 12/17/19 | LML | 0017 Review and revise litigation hold notice. | 0.20 |
| 12/19/19 | MLB | 0017 Revise litigation hold notice. | 0.50 |
| 12/04/19 | HBJ | 0018 Review NOL trading motion and order, and declaration (.9); review background materials on case re tax issues (.5). | 1.40 |
| 12/05/19 | HBJ | 0018 Email J. Thompson re NOL motion (.1); review relevant background materials (.6). | 0.70 |
| 12/05/19 | JAC | 0018 Tax review of NOL motion and first day relief. | 4.30 |
| 12/06/19 | HBJ | 0018 Review diligence list re tax issues (.5); correspond with J. Ciner re same (.4). | 0.90 |
| 12/06/19 | JAC | 0018 Tax comments to the diligence list (3.5); correspondence with H. Jacobson re same (.5). | 4.00 |
| 12/06/19 | SD | 0018 Review tax materials and put together issues list re same. | 2.00 |
| 12/08/19 | HBJ | 0018 Review NOL Motion and Order (.9); emails with J. Ciner re comments to Agreement (.5); edit summary of first day motions to include tax- | 2.40 |

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| 12/08/19 | JAC | 0018 related provisions (.5); review background materials (.5). Comments to checklist chart to the Committee (1.5); calls and correspondence with H. Jacobson re same (.5). | 2.00 |
| 12/08/19 | PCC | 0018 Draft summaries and analyses of NOL motion and motion to amend NOL order. | 1.70 |
| 12/09/19 | HBJ | 0018 Review and analyze background tax materials and NOL Motion. | 1.20 |
| 12/12/19 | JAC | 0018 Revise tax information slide deck and conduct research for same. | 4.00 |
| 12/13/19 | HBJ | 0018 Revise NOL summary (1.1); discuss with J. Ciner (.3). | 1.40 |
| 12/13/19 | JAC | 0018 Discuss NOL summary with H. Jacobson. | 0.30 |
| 12/13/19 | SD | 0018 Emails re tax call (.3); review tax items in data room (1.2); review tax diligence tracker (.5). | 2.00 |
| 12/14/19 | HBJ | 0018 Review and revise NOL Order presentation and emails re same. | 0.80 |
| 12/17/19 | HBJ | 0018 Call with Davis Polk re First Day Tax Orders (.5); internal discussion re tax issues and orders (.6); review latest due diligence list (.2). | 1.30 |
| 12/17/19 | JAC | 0018 Call with Davis Polk re first day tax order (.5); review tax-related orders (1.0). | 1.50 |
| 12/17/19 | SD | 0018 Call with Davis Polk re NOL order (.5); emails to FR team re same (1.3); review latest due diligence list (.3). | 2.10 |
| 12/17/19 | JAT | 0018 Review NOL summary (1.1); emails with Akin team re tax issues (.2). | 1.30 |
| 12/18/19 | JFN | 0018 Communications with tax re NOL order (.1, .1); review emails re PWC review (.1). | 0.30 |
| 12/18/19 | JAC | 0018 Review of NOL motion. | 5.00 |
| 12/19/19 | HBJ | 0018 Review tax diligence and Debtors' tax materials. | 0.70 |
| 12/19/19 | JAC | 0018 Comparison NOL motion to other NOL motion precedents. | 3.00 |
| 12/04/19 | MAL | 0019 Emails re retention payments. | 0.40 |
| 12/04/19 | DEB | 0019 Review and exchange correspondence with labor team and Akin team re labor diligence. | 0.20 |
| 12/04/19 | AMA | 0019 Review retention payment materials (.5); review motion re employee benefits related programs and pay in connection with same (.4). | 0.90 |
| 12/05/19 | LHL | 0019 Review retention payment data (.3); conference with A. Adler re same (.3); confer with D. Busching re diligence (.1). | 0.70 |
| 12/05/19 | DEB | 0019 Review and exchange correspondence with Akin team and labor team re diligence (.2); conference with L. Leyden re same (.1); prepare and exchange correspondence with labor team re labor diligence requests and labor matters (.5); review R. Klausner comments to labor diligence requests (.3); revise and update same (.3). | 1.40 |
| 12/05/19 | RK | 0019 Emails with D. Busching and I. Forbes re background and labor due diligence (.3); draft labor comments to due diligence request list (1); review company's Form 10-K (.5). | 1.80 |
| 12/05/19 | AMA | 0019 Conference with L. Leyden re retention payments. | 0.30 |
| 12/06/19 | LHL | 0019 Review employee motions (1.0); email with J. Thompson and J. Newdeck re same (.2); revise chart re wages motion (.3). | 1.50 |
| 12/06/19 | DEB | 0019 Review and exchange correspondence with labor team re labor and pension diligence requests (.2); review J. Chatalian comments to diligence requests re pension matters (.1); review and revise labor and pension diligence requests (.2); exchange correspondence with Akin team re same (.1); review correspondence from Akin team re labor matters (.3); review labor documents re labor diligence (.8); review request chart re labor matters (.2); review L. Leyden and A. Adler comments to same (.1). | 2.00 |
| 12/06/19 | RK | 0019 Review D. Busching comments to due diligence request list (.1); emails with L. Leyden, D. Busching, J. Chatalian, and I. Forbes re labor comments to due diligence request list (.2) review company's Form 10-K (2.1). | 2.40 |
| 12/06/19 | AMA | 0019 Emails with Akin team re executive compensation and benefits related diligence (.8); review diligence request list and revise same (.5); review publicly available benefits and executive compensation related diligence | 3.90 |

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| | | (.9); review wages motion and order (.5); emails with Akin team re recommendations with respect to wages motion issues (.7); review and revise recommendations chart re same (.5). | |
| 12/06/19 | ASF | 0019 Review of Debtor's public filings with respect to compensation and employee benefits matters (2.3); review draft diligence request list re compensation and employee benefits matters (.8); revise draft diligence request list with respect to the same (1.4); review Debtor's wages motion (.9); review and summary of Debtor's first day relief filings related to recommendations re compensation and benefits matters (.6); comment on summary of Debtor's first day relief filings related to the same (.2). | 6.20 |
| 12/06/19 | JNC | 0019 Review Preliminary Diligence Request List and provide comments re pension and employee benefits items to request from company. | 1.50 |
| 12/07/19 | DEB | 0019 Review correspondence from A. Adler re notice requests re labor and benefits matters. | 0.10 |
| 12/07/19 | AMA | 0019 Review benefits/executive compensation related diligence (.7); internal emails re wages motion and recommendations (.1). | 0.80 |
| 12/09/19 | DEB | 0019 Review filings re labor matters (.5); review and exchange correspondence with labor team, Akin team, and advisors re labor and benefits diligence (.2); review diligence request list re labor matters (.1). | 0.80 |
| 12/09/19 | RK | 0019 Review labor and pension comments to due diligence request list (.3); review filings re same (1.2); emails with D. Busching and I. Forbes re same (.1); review first day wages motion (.4). | 2.00 |
| 12/09/19 | AMA | 0019 Emails with Akin team re retention payments and coordination of review with BRG (.1); continue reviewing executive compensation related diligence (.7); emails and conference with Akin team re same (.1). | 0.90 |
| 12/09/19 | ASF | 0019 Review of employee benefits and compensation-related diligence. | 1.30 |
| 12/09/19 | JNC | 0019 Review and respond to email from L. Leyden re pension issues. | 0.20 |
| 12/10/19 | DEB | 0019 Review and exchange correspondence with advisors and Akin team re labor and benefits diligence (.1); review labor and benefits documents re same (.1). | 0.20 |
| 12/10/19 | AMA | 0019 Review publicly available labor diligence (1.1); conference with Akin team re same (.5); emails with BRG and Akin team re executive compensation/benefits/labor diligence (.2). | 1.80 |
| 12/10/19 | ASF | 0019 Conference call with BRG team and Akin team re Debtors' diligence on Debtors' retention and incentive payments (.5); review compensation and employee benefits diligence uploaded to the data room (2.0); revise due diligence tracker re the same (2.7). | 5.20 |
| 12/10/19 | JNC | 0019 Prepare for call with L. Leyden and Debtors' counsel re pension issues (1.2); review pension diligence (1.1). | 2.30 |
| 12/11/19 | HAT | 0019 Prepare for (.3) and call with internal team re labor and retirement issues (.5); follow up research re same (.7). | 1.50 |
| 12/11/19 | LHL | 0019 Telephone conference with J. Chatalian re pension matters (.2); telephone conference with J. Chatalian and Debtors' counsel re same (.3); telephone conference with J. Tucker, S. D'Arcy and J. Chatalian re labor and pension matters (.5); telephone conference with BRG and Akin re labor and pension diligence (.5); review labor diligence (2.0); email with R. Klausner re same (.2); email with A. Adler re same (.2). | 3.90 |
| 12/11/19 | JFN | 0019 Communications with labor group re incentives (.2); correspondence related to labor diligence (.2). | 0.40 |
| 12/11/19 | DEB | 0019 Review and exchange correspondence with labor team and Akin team re labor diligence list (.5); conference with labor and benefits teams and advisors re labor diligence (.5); review retention documents (.2). | 1.20 |
| 12/11/19 | RK | 0019 Review labor due diligence items in data rooms (5.2); emails with L. Leyden, D. Busching, and I. Philips re same (.7); emails with L. Leyden re retention payments (.3); review retention documents re same (1.7). | 7.90 |
| 12/11/19 | INF | 0019 Review Company data room for Labor diligence requests (1.0); emails with R. Klausner re same (.5). | 1.50 |

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| 12/11/19 | AMA | 0019 Conference call with BRG team and Akin team re executive compensation/benefits/labor diligence (.5); emails with Akin team re same (.6); review executive compensation/benefits related diligence (1.9); conference with A. Farovitch re same (.2). | 3.20 |
| 12/11/19 | ASF | 0019 Review compensation and employee benefits related diligence in the virtual data room (2.4); update due diligence tracker re the same (1.8); draft separate diligence request list re Debtors' retention and incentive payments (3.0); conference with A. Adler re the same (.2). | 7.40 |
| 12/11/19 | JNC | 0019 Telephone conference with L. Leyden re pension matters (.2); telephone conference with L. Leyden and Debtors' counsel re pension issues (.3); telephone conference with L. Leyden, J. Tucker, H. Terhune, J. Gilliland, and S. D'Arcy re labor matters (.4); telephone conference with BRG and Akin re labor and pension diligence (.5); perform research re same (2.1). | 3.50 |
| 12/12/19 | LHL | 0019 Review and comment re diligence requests (.5); email with A. Adler re retention and incentive programs (.2); review labor and pension diligence (5.5); conferences with D. Busching re same (.5); telephone conference with J. Chatalian re same (.2); review and revise summary re pension plan (.5). | 7.40 |
| 12/12/19 | JFN | 0019 Emails with labor group re employee payments. | 0.30 |
| 12/12/19 | MAL | 0019 Review emails re retention payments. | 0.40 |
| 12/12/19 | DEB | 0019 Review correspondence from Akin team and advisors re retention payments (.2); conference with L. Leyden re labor matters (.1); review R. Klausner and J. Chatalian comments to diligence documents re labor and pension matters (.5); revise same (1.0); review and exchange correspondence with labor team and Akin team re same and labor diligence (.4); conferences with L. Leyden re same and labor diligence (.5); review A. Farovitch comments to diligence documents re employee benefits matters (.1). | 2.80 |
| 12/12/19 | RK | 0019 Review labor due diligence documents (2.6); draft and revise labor comments to due diligence tracker (4.4); emails with L. Leyden, D. Busching, I. Forbes, J. Chatalian, and A. Farovitch re same (1). | 8.00 |
| 12/12/19 | AMA | 0019 Review and revise supplemental diligence requests related to executive compensation and benefits related matters (1.0); emails with Akin team re same (.8); review executive compensation and benefits related diligence (2.2); conference with A. Farovitch re same (.2). | 4.20 |
| 12/12/19 | ASF | 0019 Revise diligence request list re Debtors' retention and incentive payments (1.5); conference with A. Adler re same (.2); correspondence with L. Leyden re the same (.3); revise comments and updated due diligence tracker with respect to compensation and employee benefits related diligence (2.1), correspondence with W. Pelak re same (.1). | 4.20 |
| 12/12/19 | JNC | 0019 Review documents in data room re benefit plans (2.5); update diligence tracker re pension documents (1.3); and send email re same to L. Leyden, D. Busching, R. Klausner, and I. Forbes (.1). | 3.90 |
| 12/13/19 | LHL | 0019 Email with M. Lahaie re labor matters (.3); review labor diligence summary (.5); review documents re same (5.0). | 5.80 |
| 12/13/19 | JFN | 0019 Emails with labor group and FA re payments and diligence related to same. | 0.30 |
| 12/13/19 | DEB | 0019 Review labor diligence analysis from R. Klausner, including documents re same (.5); review and exchange correspondence with labor team re labor diligence (.1); review correspondence from Akin team and advisors re labor and benefits diligence (.1). | 0.70 |
| 12/13/19 | RK | 0019 Review labor due diligence items in data rooms (2.2); review first day wages motion (1); draft and revise labor due diligence summary (4.5); emails with L. Leyden, D. Busching, J. Chatalian, and I. Philips re same (.4). | 8.10 |
| 12/13/19 | INF | 0019 Review CBAs (1.6); summarize key provisions in diligence chart (1.4). | 3.00 |

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| 12/13/19 | AMA | 0019 Review additional executive compensation/benefits related diligence (4); emails with Akin and BRG teams re same (.2). | 0.60 |
| 12/13/19 | JNC | 0019 Review labor and pension diligence (2.4); create a chart outlining pension matters (4.2). | 6.60 |
| 12/14/19 | DEB | 0019 Review correspondence from advisors re labor diligence. | 0.10 |
| 12/14/19 | AMA | 0019 Emails with Akin and BRG teams re employee payments and executive compensation/benefits diligence (.3); review additional diligence re same (.2). | 0.50 |
| 12/15/19 | JNC | 0019 Research and review relevant multiemployer plan annual notices and regulatory filings for same. | 2.40 |
| 12/16/19 | LHL | 0019 Review labor diligence. | 2.00 |
| 12/16/19 | DEB | 0019 Review analysis of multi and single employer pension plans (.5); review and exchange correspondence with labor team re same and labor diligence (.2). | 0.70 |
| 12/16/19 | RK | 0019 Review collective bargaining agreements in data room (2.5); emails with I. Forbes re same (.7). | 3.20 |
| 12/16/19 | INF | 0019 Review client CBAs (3.5); summarize key provisions in diligence chart (1.5); emails with R. Klausner re labor due diligence (.7). | 5.70 |
| 12/16/19 | JNC | 0019 Review and revise pension chart (1.9); send email to L. Leyden, D. Busching, R. Klausner, and I. Forbes re pension chart (.1); review and respond to email from L. Leyden re same (.1). | 2.10 |
| 12/17/19 | LHL | 0019 Email with S. D'Arcy, J. Tucker and J. Chatalian re legislative efforts (.2); review same (.5); review labor diligence (2.0). | 2.70 |
| 12/17/19 | DEB | 0019 Correspond with Akin team and advisors re labor and benefits diligence (.1); review labor documents re same (1.0); review summary re labor diligence from R. Klausner (.1). | 1.20 |
| 12/17/19 | RK | 0019 Review labor documents in data room (1.2); draft summary re same (3.3). | 4.50 |
| 12/17/19 | INF | 0019 Review collective bargaining agreement (2.0); summarize key provisions in diligence chart (3.0). | 5.00 |
| 12/17/19 | AMA | 0019 Review additional executive compensation/benefits related diligence (.5); emails with Akin and BRG teams re same (.3). | 0.80 |
| 12/17/19 | ASF | 0019 Review Debtors' retention payment agreements (1.0); conference with K. Dunkelberger re the same (.3). | 1.30 |
| 12/18/19 | LHL | 0019 Email with M. Lahaie and A. Adler re retention program (.3); review labor diligence (4.0). | 4.30 |
| 12/18/19 | DEB | 0019 Review correspondence from advisors and Akin team re labor and benefits diligence. | 0.10 |
| 12/18/19 | RK | 0019 Emails with I. Forbes re labor due diligence. | 0.20 |
| 12/18/19 | INF | 0019 Review collective bargaining agreements (4.0); summarize key provisions in diligence chart (4.0); email with R. Klausner re labor due diligence (.2). | 8.20 |
| 12/18/19 | AMA | 0019 Conference with A. Farovitch re retention payments (.6); review summary of same (.3). | 0.90 |
| 12/18/19 | ASF | 0019 Review chart of retention and incentive agreements (.6); draft email update and summary with respect to the same (.8); confer with A. Adler re the same (.6). | 2.00 |
| 12/19/19 | LHL | 0019 Review employee data (4.0); telephone conference with A. Adler re same (.5). | 4.50 |
| 12/19/19 | DEB | 0019 Review UCC tracker and documents re labor diligence (4); review and exchange correspondence with labor team and Akin team re labor and benefits diligence (.2). | 0.60 |
| 12/19/19 | RK | 0019 Emails with L. Leyden, A. Adler, A. Farovitch, D. Busching, and I. Forbes re retention payments (.2); review BRG responses to retention due diligence requests (.1); summarize collective bargaining agreements (.8); emails with I. Forbes re same (.1). | 1.20 |
| 12/19/19 | INF | 0019 Review collective bargaining agreements (4.0); summarize key | 9.00 |

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| | | provisions in diligence chart (5.0). | |
| 12/19/19 | AMA | 0019 Calls with BRG (.3) and L. Leyden (.5) re retention payments; review executive compensation diligence in connection with same (.7). | 1.50 |
| 12/19/19 | ASF | 0019 Review A&M responses to diligence requests re Debtors' retention payments (.4); conference call with BRG re same (.3). | 0.70 |
| 12/20/19 | LHL | 0019 Review labor diligence (4.5); telephone conference with D. Busching re same (.2). | 4.70 |
| 12/20/19 | DEB | 0019 Confer with L. Leyden re labor diligence (.2); review labor diligence summary from I. Forbes (.1); review labor documents re same (.6). | 0.90 |
| 12/20/19 | RK | 0019 Emails with L. Leyden and I. Forbes re labor due diligence (.1); conference call with I. Forbes re same (.2). | 0.30 |
| 12/20/19 | INF | 0019 Review collective bargaining agreements (2.0); summarize key provisions in diligence chart (1.9); send summary to L. Leyden (.1); conferences with R. Klausner re labor due diligence (.2). | 4.20 |
| 12/21/19 | DEB | 0019 Review correspondence from Akin team and advisors re labor and benefits diligence (.1); review labor documents re same (.6); review and analyze collective bargaining agreements (2.0). | 2.70 |
| 12/21/19 | AMA | 0019 Emails with BRG and Akin team re additional diligence re retention payments. | 0.30 |
| 12/22/19 | DEB | 0019 Review and exchange correspondence with labor team and Akin team re labor and benefits diligence (.1); review labor diligence summary from I. Forbes (.1); review labor documents re same (1.7); review L. Leyden comments re same (.1) | 2.00 |
| 12/22/19 | RK | 0019 Review labor due diligence documents (.4); emails with L. Leyden, A. Adler, D. Busching, and I. Forbes re same (.2). | 0.60 |
| 12/22/19 | INF | 0019 Draft diligence summary of labor and employment related documents (2.4); send summary to labor team (.1). | 2.50 |
| 12/23/19 | LHL | 0019 Review labor diligence and summaries re same. | 2.50 |
| 12/23/19 | DEB | 0019 Review labor diligence summary from I. Forbes (.6); compare labor documents re same (.7). | 1.30 |
| 12/23/19 | RK | 0019 Conference with I. Forbes re labor due diligence (.5); review labor due diligence documents (1.3); review and revise I. Forbes labor due diligence summary (1.2); emails with L. Leyden, D. Busching, and I. Forbes re same (.1). | 3.10 |
| 12/23/19 | INF | 0019 Draft diligence summary of labor and employment related documents (4.4); send summary to labor team (.1); confer with R. Klausner re same (.5). | 5.00 |
| 12/23/19 | ASF | 0019 Review diligence re employee payments. | 2.00 |
| 12/24/19 | LHL | 0019 Review labor diligence. | 1.50 |
| 12/24/19 | AMA | 0019 Review A&M reports on proposed compensation programs and overview of restructuring compensation programs. | 0.80 |
| 12/26/19 | PCD | 0019 Emails re KEIP/KERP (.1); review materials re same (.4). | 0.50 |
| 12/30/19 | LHL | 0019 Conduct and review labor diligence. | 4.00 |
| 12/31/19 | INF | 0019 Review labor and employment materials in data room in preparation for due diligence call with labor team, executive compensation team and BRG. | 1.00 |
| 12/31/19 | AMA | 0019 Review emails re retention payments. | 0.10 |
| 12/04/19 | HAT | 0020 Meeting with J. Tucker re case issues (.5); review materials re antitrust policy issues (.5). | 1.00 |
| 12/04/19 | JRT | 0020 Confer with H. Terhune re organizational needs (.5); review materials re same (.2). | 0.70 |
| 12/05/19 | HAT | 0020 Correspondence and review materials re policy proposals re mergers and acquisitions (.5); meeting with representative re policy and regulatory issues (1.0). | 1.50 |
| 12/05/19 | JRT | 0020 Communications with representatives re merger regulatory issues (.3); research re Dean Foods political profile (1.5). | 1.80 |
| 12/06/19 | HAT | 0020 Review and edit initial list of information to be assembled (1.4); | 2.30 |

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| 12/06/19 | JRT | 0020 correspondence and review materials re policy proposals re mergers (.9). | 0.30 |
| 12/09/19 | HAT | Communications re company political profile facilities locations. | 1.80 |
| | | Review file (.5) meet with staff re initial information gathering and diligence issues (.5); review/edit draft slides re committee meeting and correspondence with staff re same (.8). | |
| 12/09/19 | JRT | Internal meeting re diligence (.5); draft slides for inclusion in Committee meeting (.9); internal communications re organizational matters (.5). | 1.90 |
| 12/09/19 | JFN | Communications with PLP group re certain issues related to potential transactions and materials re same. | 0.20 |
| 12/09/19 | RCR | Meet with J. Gilliland, J. Tucker and H. Terhune about policy and research strategy (.5); research background information on company including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements on Dean Foods, pension matters, and general dairy industry issues (.9). | 1.20 |
| 12/09/19 | JRG | Review J. Tucker policy presentation and action plan (.7); email correspondence with J. Tucker concerning same (.2); research dairy sector brand relationships (.6). | 1.50 |
| 12/10/19 | HAT | Review 10-K re key stakeholder and policy issues (.7); review background re labor and pension issues (.8). | 1.50 |
| 12/10/19 | JRT | Revise policy slides for Committee call. | 0.50 |
| 12/10/19 | JFN | Follow up with PLP on certain case issues (.1, .1); review powerpoint re same (.2) and internal emails re same (.1). | 0.50 |
| 12/10/19 | RCR | Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements and general dairy industry issues. | 2.50 |
| 12/11/19 | SGD | Communications from/to J. Tucker re year-end legislation (.1); review materials in preparation for teleconference with L. Leyden (.5); discussions of ag impact with J. Gilliland (.2); teleconference with L. Leyden re regulatory issues (.5); preparation for and discussion of Central States issue (1.4). | 2.70 |
| 12/11/19 | JRT | Emails re Farm Bureau (.2); call re pension legislation (.5); emails re outlook for legislation (.3); discuss strategy with J. Gilliland and H. Terhune (.2). | 1.20 |
| 12/11/19 | RCR | Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements, pension matters, and general dairy industry issues. | 2.00 |
| 12/11/19 | JRG | Discuss government relations strategy with J. Tucker and H. Terhune (.2); telephone call with J. Tucker, H. Terhune, S. D'Arcy, and L. Leyden concerning legislative developments (.5); call with S. D'Arcy re AG impact (.2). | 0.90 |
| 12/12/19 | HAT | Review materials re pending pension reform/support legislation. | 1.00 |
| 12/12/19 | SGD | Discussion of labor issues/politics (1.0); discussion of intelligence with J. McMillen, J. Tucker (.2). | 1.20 |
| 12/12/19 | JBL | Review data room to identify and summarize environmental documents (2.7); telephone conference with A. Oelz re the same (.2); email correspondence with W. Pelak re the same (.1). | 3.00 |
| 12/12/19 | RCR | Compile research on Dean Foods background information including lobbying disclosure reports, Political Action Committee (PAC) reports, Congressional statements, labor matters, and general dairy industry issues. | 1.50 |
| 12/13/19 | HAT | Review press re client and dairy industry issues and correspondence re same (.5); review materials re status of legislation (.5). | 1.00 |
| 12/13/19 | SGD | Research re final omnibus bill (1.0). | 1.20 |
| 12/16/19 | HAT | Review materials re status of legislation in Senate (.6); review press re Dean and related parties (.4). | 1.00 |
| 12/16/19 | SGD | Review material on labor matters (1.0). | 1.00 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/16/19 | JRT | 0020 Review emails re article (.4); review emails re status of pension reform legislation (.5). | 0.90 |
| 12/16/19 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.10 |
| 12/17/19 | HAT | 0020 Review press re transaction and key policy issues related thereto. | 0.60 |
| 12/17/19 | SGD | 0020 Review provision re labor policy issues. | 1.20 |
| 12/17/19 | JRT | 0020 Review press re industry and sale issues. | 0.80 |
| 12/17/19 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.50 |
| 12/18/19 | SGD | 0020 Review analysis on impact of labor provisions (.2); communications from/to staff re labor issues (.8); review government remarks re same (.1). | 1.10 |
| 12/19/19 | JRT | 0020 Emails re company representative in DC. | 0.20 |
| 12/20/19 | JRT | 0020 Review media clips re industry issues. | 0.80 |
| 12/20/19 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.20 |
| 12/23/19 | HAT | 0020 Review press and correspondence re dairy industry issues. | 0.30 |
| 12/30/19 | HAT | 0020 Review press and statements by public officials re state regulatory and policy issues. | 1.00 |
| 12/30/19 | JRT | 0020 Review industry report on milk market reform (.8); review GAO report on dairy sector (.7); research re agricultural economists (.5). | 2.00 |
| 12/04/19 | EDM | 0023 Review and revise memo re de minimis sales (1.0); review underlying documents (1.7). | 2.70 |
| 12/04/19 | WCP | 0023 Review debtor motion re approval of asset sales transactions and associated transaction agreements (3.7); draft summary of motion and provisions of transaction agreements (3.1). | 6.80 |
| 12/05/19 | EDM | 0023 Draft memo re asset sales (3.9); review documents re same (2.2); coordinate due diligence (.9). | 7.00 |
| 12/05/19 | MAL | 0023 Review and comment on asset sale summary. | 0.80 |
| 12/05/19 | IW | 0023 Review and revise summary of and issues raised by non-core asset sales. | 2.10 |
| 12/05/19 | WCP | 0023 Draft and review correspondence with internal team related to Proposed Asset Sales summary (.3); incorporate internal comments into summary (3.6). | 3.90 |
| 12/06/19 | MAL | 0023 Review revised asset sale summary and emails re same. | 0.80 |
| 12/06/19 | JAT | 0023 Review emails re transaction analysis (.4); revise same (.5); email M. Lahaie re same (.1). | 1.00 |
| 12/08/19 | PCC | 0023 Review and email Miller Buckfire re de minimis asset sale procedures motion. | 0.30 |
| 12/09/19 | PCD | 0023 Emails re sale process issues. | 0.20 |
| 12/09/19 | AA | 0023 Email correspondence re asset sales (.7); review deal background documents (.8); review diligence materials (1.3). | 2.80 |
| 12/10/19 | JFN | 0023 Review comments to de minimis sale procedures (.2); internal communications re same (.1, .1). | 0.40 |
| 12/11/19 | EDM | 0023 Telephone call with Miller Buckfire re sale process (.4); revise diligence requests (.7). | 1.10 |
| 12/11/19 | JFN | 0023 Emails with corporate re asset sales. | 0.20 |
| 12/12/19 | EDM | 0023 Telephone call with Debtors A&M, BRG and MB re non-core asset sales diligence (.8); review same (.6). | 1.40 |
| 12/12/19 | JFN | 0023 Review asset sale order and internal emails re same (.2); communications with the debtors re same (.1, .1). | 0.40 |
| 12/12/19 | IW | 0023 Participate in conference call with the Company's advisors re questions on asset sales and related diligence questions. | 0.80 |
| 12/13/19 | EDM | 0023 Review diligence and issues related to non core asset sales (.8); review diligence requests (.8). | 1.60 |
| 12/13/19 | JFN | 0023 Internal emails re asset sale procedures order comments (.1, .1); follow up with corporate re diligence related to proposed non-core sale motion (.1, .1); follow up with MB re same (.1) and email with Debtors re same (.1). | 0.60 |
| 12/13/19 | IW | 0023 Emails re non-core asset sales with internal Akin team. | 0.50 |
| 12/14/19 | JFN | 0023 Communications related to diligence re non-core asset sales. | 0.20 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/15/19 | MAL | 0023 Review and comment on de minimis asset sale order and emails re same. | 0.40 |
| 12/15/19 | JAT | 0023 Comment on order for de minimis asset sale procedures and emails re same. | 0.90 |
| 12/16/19 | JFN | 0023 Communications re Bidding Procedures Motion (.4); review noncore asset sale order and communications re same (.2, .1); review and comment on sale order (.2); follow up communications re same (.3). | 1.20 |
| 12/16/19 | JAT | 0023 Review de minimis asset sale order and emails re same (1.8); call with Davis Polk re same (.1). | 1.90 |
| 12/17/19 | JFN | 0023 Communications with Debtors re non core asset sale order. | 0.20 |
| 12/05/19 | MAL | 0024 Review diligence issues re real estate. | 0.50 |
| 12/08/19 | JAB | 0024 Review and analysis of Dean Foods initial filing materials (1.4); analysis of materials relating to real property holdings (.6); coordinate with Akin team re various real estate work streams applicable to Dean Foods matter (.4); email correspondence with working group re same (.6). | 3.00 |
| 12/08/19 | AA | 0024 Email correspondence and attorney conference re real estate review (.4); review deal background documents (.6); review real estate diligence materials (.5). | 1.50 |
| 12/09/19 | JAB | 0024 Coordinate initial review of data site materials relating to real property (.5); conference with Akin real estate team re same (.5); overview of secured credit agreement and related materials (1.0); email correspondence with working group re real property perfection analysis (.6). | 2.60 |
| 12/10/19 | JAB | 0024 Review of file materials relating to Rabobank secured loan facility (1.2); email correspondence with Akin working group re strategy for mortgage review and other real property work streams (.5); conference with S. Graves in review and analysis of Rabobank collateral (.8); emails with working group re estimates for completion of real property work streams (.4). | 2.90 |
| 12/10/19 | SJG | 0024 Review and VDR real property and mortgage diligence materials (7.4); confer with J. Bain re same (.8); emails re same (.8). | 9.00 |
| 12/10/19 | AA | 0024 Review diligence material (1.2); conference call with title company re title searches (.6). | 1.80 |
| 12/10/19 | WCP | 0024 Draft and review correspondence with internal real estate team and opposing counsel related to diligence of credit agreement collateral and related lien searches. | 0.40 |
| 12/11/19 | JAB | 0024 Review and analysis of parcel consolidations into single mortgages in connection with mortgage/diligence audit (1.6); conference with S. Graves in review and analysis of same (.3); audit of initial real property diligence requests against VDR contents (.3); email correspondence with Akin working group re same (.3). | 2.50 |
| 12/11/19 | SJG | 0024 Review and VDR real property and mortgage diligence materials (7.6); confer with J. Bain re same (.3). | 7.90 |
| 12/11/19 | AA | 0024 Review real estate diligence material (1.0); review real estate diligence request list (.3). | 1.30 |
| 12/12/19 | JAB | 0024 Overview of mortgage files in connection with Rabobank collateral review (1.1); conference with S. Graves re collateral review work streams (.5); review of collateral review work product templates (.4); email correspondence with working group in coordination of collateral review kickoff (.5). | 2.50 |
| 12/12/19 | SJG | 0024 Review and prepare mortgage diligence materials (4.4); confer with J. Bain re same (.5). | 4.90 |
| 12/12/19 | AA | 0024 Review diligence material, including mortgages and title commitments. | 1.70 |
| 12/13/19 | JAB | 0024 Kickoff of real property collateral review in connection with Rabobank secured credit agreement (1.2); emails with Akin real property review team in connection with same (.6); review credit agreement and relevant collateral consideration (.8); email correspondence with Akin restructuring working group re diligence and collateral review matters | 3.00 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | (.4). | |
| 12/13/19 | SJG | 0024 Review and prepare mortgage diligence materials. | 3.70 |
| 12/13/19 | AA | 0024 Review diligence including mortgages and title documents and commitments. | 2.50 |
| 12/16/19 | JAB | 0024 Conference with R. Frank re mortgage perfection review process (.4); conference with A. Todd in analysis of perfection issues in connection with same (.3); review of potential mortgage review templates and prior file materials (1.4); email correspondence with Akin review team re same (.3). | 2.40 |
| 12/17/19 | JAB | 0024 Conference with S. Graves re real property diligence matters (.3); conference with R. Frank re collateral review matters (.2). | 0.50 |
| 12/17/19 | SJG | 0024 Review and prepare mortgage diligence materials (2.9); conference with J. Bain re same (.3). | 3.20 |
| 12/19/19 | JAB | 0024 Coordinate real property collateral review kickoff matters and team instructions. | 1.50 |
| 12/23/19 | SJG | 0024 Review and prepare mortgage diligence materials. | 4.20 |
| 12/27/19 | JAB | 0024 Conference with S. Graves and A. Todd in review and preparation of review template for mortgage perfection analysis (1.0); review of various applicable state mortgage laws in connection with same (.8); overview of real property collateral scope in connection with same (.4). | 2.20 |
| 12/27/19 | SJG | 0024 Draft and prepare review materials for mortgaged property review (1.8); meet with J. Bain and A. Todd re elements and form of review (1.0). | 2.80 |
| 12/30/19 | JAB | 0024 Review, analysis and prepare revisions to real property perfection analysis template and sample summary (1.2); conference with A. Todd and S. Graves re same (.3). | 1.50 |
| 12/30/19 | SJG | 0024 Draft and prepare review materials for mortgaged property review (9.0); confer with J. Bain and A. Todd re same (.3). | 9.30 |
| 12/31/19 | JAB | 0024 Review of final mortgage perfection template and review instructions (.4); email correspondence with working group re same (.3); prepare draft revisions to same (.3). | 1.00 |
| 12/04/19 | MAL | 0025 Travel back to SF following committee meeting (total travel time = 6.0 hrs). | 3.00 |
| 12/08/19 | JFN | 0025 Travel to NY (total travel time = 3.0 hours). | 1.50 |
| 12/08/19 | JAT | 0025 Travel from NYC to DC (total travel time = 4.0 hours). | 2.00 |
| 12/09/19 | JFN | 0025 Travel from NY to DC (total travel time = 2.3 hours). | 1.15 |
| 12/10/19 | JAT | 0025 Travel home from New York (total travel time = 4.0 hours). | 2.00 |
| 12/18/19 | PCD | 0025 Travel from NY to Dallas for Committee meeting (total travel time = 5.3 hours). | 2.65 |
| 12/18/19 | MAL | 0025 Travel from SF to Dallas (total travel time = 6.5 hours). | 3.25 |
| 12/18/19 | JAT | 0025 Travel DC to Dallas (total travel time = 5.0 hours). | 2.50 |
| 12/19/19 | PCD | 0025 Travel from Dallas to NY (total travel time = 5.9 hours). | 2.95 |
| 12/19/19 | MAL | 0025 Travel from Dallas to Houston (total travel time = 3.5 hours). | 1.75 |
| 12/19/19 | MLB | 0025 Travel to Dallas from Houston (total travel time = 3.0 hours). | 1.50 |
| 12/19/19 | JAT | 0025 Travel Dallas to Houston (total travel time = 3.2 hours). | 1.60 |
| 12/20/19 | MAL | 0025 Travel from Houston to NYC (total travel time = 4.8 hours). | 2.40 |
| 12/20/19 | MLB | 0025 Travel to Houston from Dallas (total travel time = 3.0 hours). | 1.50 |
| 12/20/19 | JAT | 0025 Travel from Houston to DC (total travel time = 7.5 hours). | 3.75 |
| 12/05/19 | AO | 0027 Review correspondence from E. McGrady re restructuring process and business overview (.3); review environmental disclosures in Form 10-K annual report (.2); review and revise environmental due diligence requests (.8); draft correspondence to D. Quigley re same (.1). | 1.40 |
| 12/06/19 | AO | 0027 Review first day affidavit (.8); review and revise environmental diligence requests list (.5); exchange correspondence with D. Quigley and W. Pelak re same (.2). | 1.50 |
| 12/12/19 | AO | 0027 Review due diligence tracker re environmental issues (.2); exchange correspondence with J. Lyman re same (.2). | 0.40 |
| 12/13/19 | JBL | 0027 Review data room documents concerning environmental conditions at | 2.20 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | Lynn, MA facility and email correspondence with D. Quigley re the same. | |
| 12/16/19 | AO | 0027 Telephone calls with D. Quigley and J. Lyman re environmental due diligence (.2); draft correspondence to J. Lyman re same (.1). | 0.30 |
| 12/16/19 | JBL | 0027 Telephone conference with A. Oelz re environmental diligence memorandum. | 0.10 |
| 12/18/19 | JBL | 0027 Review Company's 2018 10-K (.3); draft environmental diligence memorandum (1.1). | 1.40 |
| 12/19/19 | AO | 0027 Review environmental due diligence materials in data room (1.6); telephone conference with D. Quigley and J. Lyman to discuss environmental due diligence (.2); draft correspondence to J. Lyman re contamination summary chart (.7). | 2.50 |
| 12/19/19 | JBL | 0027 Continue to draft environmental diligence memorandum (1.8); telephone conferences with A. Oelz, D. Quigley re the same (.2). | 2.00 |
| 12/20/19 | AO | 0027 Review environmental due diligence materials (.5); draft outline for due diligence findings (.9); draft correspondence to J. Lyman re same (.1). | 1.50 |
| 12/20/19 | JBL | 0027 Review data room documents, First-Day Affidavit, and 2018 10-K for environmental information (1.0); draft environmental diligence memorandum (2.5); email correspondence with A. Oelz and D. Quigley re the same (.2). | 3.70 |
| 12/23/19 | JBL | 0027 Review bonds summaries in data room and email correspondence with A. Oelz and D. Quigley re the same (.5); continue drafting environmental diligence memorandum (.4). | 0.90 |
| 12/04/19 | ALS | 0028 Review background materials re corporate diligence process. | 0.60 |
| 12/05/19 | ALS | 0028 Review public filings and related background materials re diligence process. | 1.40 |
| 12/05/19 | WCP | 0028 Review publically available filings and draft initial diligence request list (2.5); draft circulation for onboarding of subject matter legal specialists requesting review of initial diligence request list (.9). | 3.40 |
| 12/06/19 | EDM | 0028 Revise corporate diligence memo (1.6); revise diligence request (.9). | 2.50 |
| 12/06/19 | MAL | 0028 Coordinate dataroom access. | 0.40 |
| 12/06/19 | WCP | 0028 Review and incorporate specialist comments into initial diligence requests list and draft follow up requests. | 0.90 |
| 12/07/19 | PCC | 0028 Coordinate discussions with the Debtor and Committee advisors re data room logistics. | 0.90 |
| 12/08/19 | EDM | 0028 Telephone call with working group re data room issues. | 0.30 |
| 12/08/19 | JFN | 0028 Participate in call with Company re data room information (.3); follow up emails re same (.1). | 0.40 |
| 12/08/19 | MAL | 0028 Call re dataroom contents (.3); review documents pulled from same (.6). | 0.90 |
| 12/08/19 | IW | 0028 Participate in introductory call with Davis Polk and A&M to discuss and review datasite (.3); review introductory and overview material provided (.2). | 0.50 |
| 12/08/19 | PCC | 0028 Call with Debtors re data room logistics (.3); email J. Newdeck re same (.1); email BRG re same (.1); email DPW re same (.2). | 0.70 |
| 12/08/19 | JAT | 0028 Call re data room. | 0.30 |
| 12/09/19 | PCD | 0028 Review of data room materials. | 0.80 |
| 12/09/19 | ALS | 0028 Meet with internal team re diligence process (.2); review data room index (.2). | 0.40 |
| 12/09/19 | WCP | 0028 Review correspondence re dataroom and general update on transaction status (.3); draft and review correspondence with real estate specialists related to title analysis (.4). | 0.70 |
| 12/10/19 | ALS | 0028 Review corporate diligence materials (2.4); revise diligence request list re same (.4). | 2.80 |
| 12/11/19 | IW | 0028 Discuss diligence matters on valuation and appraisals and related questions with Miller Buckfire team. | 0.50 |
| 12/11/19 | ALS | 0028 Draft legal diligence request list tracker (3.7); meet with internal team re diligence process and specialist coordination (.4). | 4.10 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/11/19 | WCP | 0028 Draft diligence list to coordinate review of data room documents disclosed by company (.2); draft and review correspondence re questions re the diligence process (.2); draft and review correspondence with Davis Polk team related to real estate title searches (.2). | 0.60 |
| 12/12/19 | RT | 0028 Work on diligence list for Debtors and management (.8); correspondence with litigation team re diligence list (.2); review background documents re Debtors in connection with diligence (.4). | 1.40 |
| 12/12/19 | ALS | 0028 Draft legal diligence request list tracker. | 0.80 |
| 12/12/19 | WCP | 0028 Review comments to diligence tracker and revise diligence request list (.9); participate in diligence call re real estate transactions (.4); draft list of follow-up diligence requests from company related to diligence call (.5). | 1.80 |
| 12/13/19 | ALS | 0028 Revise legal diligence request list tracker. | 2.10 |
| 12/13/19 | WCP | 0028 Review comments to diligence tracker related to initial diligence requests and revise diligence request (.3); draft and review correspondence with specialists in response to diligence related questions (.1). | 0.40 |
| 12/13/19 | SDL | 0028 Cross reference debtor names with organization chart. | 0.20 |
| 12/16/19 | EDM | 0028 Review and revise diligence request list. | 1.70 |
| 12/16/19 | RT | 0028 Review data room documents in connection with diligence (.7); revise diligence tracker (.3); confer with corporate team re diligence tracker (.1). | 1.10 |
| 12/16/19 | ALS | 0028 Revise legal diligence request list tracker. | 0.40 |
| 12/16/19 | WCP | 0028 Draft and review correspondence re initial diligence request (.5); review of data room and update tracker to reflect receipt of documents (.6). | 1.10 |
| 12/17/19 | IW | 0028 Revise preliminary diligence request. | 0.40 |
| 12/19/19 | IW | 0028 Review and revise diligence and related questions, including real estate questions. | 0.50 |
| 12/19/19 | ALS | 0028 Revise legal diligence request list tracker re data room uploads (1.9); review and summarize documents uploaded to data room re transactions (1.2). | 3.10 |
| 12/19/19 | WCP | 0028 Review new additions to dataroom (.3); draft and review correspondence with corporate team re substantive review of newly disclosed documents (.2). | 0.50 |
| 12/26/19 | WCP | 0028 Draft and review correspondence with internal real estate and credit teams in connection with collateral review and diligence status. | 0.40 |
| 12/05/19 | JFN | 0029 Review cash management motion/order and consider comments to same (.5); internal emails re same (.2). | 0.70 |
| 12/06/19 | PCC | 0029 Email M. Lahaie re cash management motion (.1); review same (.3); email J. Newdeck re same (.1). | 0.50 |
| 12/07/19 | PCC | 0029 Email J. Thompson re cash management motion summary (.1); draft same (3.7); email J. Newdeck re same (.1). | 3.90 |
| 12/08/19 | JFN | 0029 Review and comment on cash management motion and recommendation. | 0.30 |
| 12/08/19 | PCC | 0029 Respond to J. Newdeck re cash management motion summary (.5); email J. Thompson re same (.1). | 0.60 |
| 12/10/19 | JFN | 0029 Emails with BRG re cash management order. | 0.20 |
| 12/11/19 | JFN | 0029 Review cash management order comments and internal emails re same. | 0.20 |
| 12/16/19 | JFN | 0029 Internal emails re cash management order (.1); review cash management order and follow up with Debtors re same (.5). | 0.60 |
| 12/17/19 | JFN | 0029 Follow up with Debtors re cash management order (.1, .1); follow up internally re same (.1, .1). | 0.40 |
| 12/18/19 | JFN | 0029 Communications with BRG re cash management order (.2); revisions to same (.1, .1, .1) and internal communications (.1, .2, .1); call with debtors re same (.2, .1) and follow up with BRG and internally (.1, .1) and debtors (.1) re same. | 1.50 |
| 12/05/19 | JFN | 0030 Review critical vendor motion/order and consider comments to same | 0.40 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | (.3); internal emails re same (.1). | |
| 12/06/19 | MRG | 0030 Draft recommendations for critical vendor, customer program final orders. | 2.00 |
| 12/09/19 | MRG | 0030 Review first day final orders related to critical vendors and draft recommendations. | 0.50 |
| 12/17/19 | PCD | 0030 Emails re reporting protocol for critical vendors. | 0.20 |
| 12/07/19 | PCD | 0031 Emails with BRG re business diligence. | 0.20 |
| 12/07/19 | JAT | 0031 Call with J. Gilliland re surety motion. | 0.20 |
| 12/07/19 | JRG | 0031 Review Motion of Debtors to secure post-petition extension of surety bonds and research Michigan state milk licensing statute (1.1); telephone call with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds (.2); follow up e-mail correspondences with J. Thompson concerning Motion of Debtors (.3). | 1.60 |
| 12/08/19 | PCD | 0031 Review presentations on business plan status. | 1.20 |
| 12/08/19 | JRG | 0031 Research state milk licensing and bonding statutes in Michigan, Pennsylvania, and New York (1.7); e-mail correspondence with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds (.1). | 1.80 |
| 12/09/19 | JRG | 0031 Email correspondence with J. Thompson concerning Motion of Debtors to secure post-petition extension of surety bonds. | 0.10 |
| 12/11/19 | MAL | 0031 Review emergency surety/CV motion and summary of same and emails re same. | 1.70 |
| 12/11/19 | JAT | 0031 Summarize surety motion. | 0.80 |
| 12/12/19 | MAL | 0031 Call re surety motion. | 0.70 |
| 12/12/19 | JAT | 0031 Call re surety motion (.7); emails with BRG, MB re same (.4); discuss same with J. Newdeck (.1, .1). | 1.30 |
| 12/12/19 | JRG | 0031 Review Debtor's Motion Seeking Authority to Pay Amounts Owed to Milk Vendors (.3); e-mail correspondence with J. Thompson with analysis of Debtor's Motion (.1). | 0.40 |
| 12/13/19 | MAL | 0031 Call with advisors re surety motion (1.1); call with J. Thompson re same (.1). | 1.20 |
| 12/13/19 | JAT | 0031 Revise surety summary and review emails with committee members re same (1.4); call with M. Lahaie re same (.1). | 1.50 |
| 12/20/19 | PCD | 0031 Call with J. Stegenga re business operations and status issues (.3); emails with committee professionals re same (.1). | 0.40 |
| 12/23/19 | JFN | 0031 Communications re Liberty Mutual Stipulation and follow up. | 0.20 |
| Total Hours | | | 1528.70 |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| H B JACOBSON | 12.50 | at | \$1120.00 | = | \$14,000.00 |
| H A TERHUNE | 15.80 | at | \$985.00 | = | \$15,563.00 |
| S G D'ARCY | 8.40 | at | \$1000.00 | = | \$8,400.00 |
| J R TUCKER | 12.80 | at | \$1020.00 | = | \$13,056.00 |
| P C DUBLIN | 65.90 | at | \$1475.00 | = | \$97,202.50 |
| L H LEYDEN | 45.50 | at | \$1200.00 | = | \$54,600.00 |
| M A LAHAIE | 150.20 | at | \$1250.00 | = | \$187,750.00 |
| S L BRAUNER | 20.40 | at | \$1125.00 | = | \$22,950.00 |
| J A BAIN | 25.60 | at | \$985.00 | = | \$25,216.00 |
| M L BRIMMAGE JR. | 25.80 | at | \$1425.00 | = | \$36,765.00 |
| I WOOD | 10.20 | at | \$1250.00 | = | \$12,750.00 |
| L M LAWRENCE | 7.10 | at | \$1020.00 | = | \$7,242.00 |
| A M ADLER | 21.50 | at | \$1040.00 | = | \$22,360.00 |
| E D MCGRADY | 28.50 | at | \$905.00 | = | \$25,792.50 |
| A OELZ | 7.60 | at | \$905.00 | = | \$6,878.00 |
| J F NEWDECK | 78.65 | at | \$1100.00 | = | \$86,515.00 |

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| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| R TIZRAVESH | 6.80 | at | \$905.00 | = | \$6,154.00 |
| D E BUSCHING | 19.00 | at | \$980.00 | = | \$18,620.00 |
| J A CINER | 25.10 | at | \$1040.00 | = | \$26,104.00 |
| J M CHATALIAN | 22.50 | at | \$975.00 | = | \$21,937.50 |
| R KIM | 15.00 | at | \$940.00 | = | \$14,100.00 |
| A AGAHZADEH | 11.60 | at | \$775.00 | = | \$8,990.00 |
| S DAVIDOV | 6.50 | at | \$975.00 | = | \$6,337.50 |
| D S PARK | 12.20 | at | \$690.00 | = | \$8,418.00 |
| R KLAUSNER | 43.30 | at | \$770.00 | = | \$33,341.00 |
| P C CHEN | 146.80 | at | \$660.00 | = | \$96,888.00 |
| J A THOMPSON | 151.65 | at | \$760.00 | = | \$115,254.00 |
| I N FORBES | 45.10 | at | \$540.00 | = | \$24,354.00 |
| A L STEED | 15.70 | at | \$540.00 | = | \$8,478.00 |
| M R GARDINER | 117.70 | at | \$560.00 | = | \$65,912.00 |
| W C PELAK | 20.90 | at | \$770.00 | = | \$16,093.00 |
| A S FAROVITCH | 30.30 | at | \$690.00 | = | \$20,907.00 |
| E PEEK | 7.00 | at | \$510.00 | = | \$3,570.00 |
| J LYMAN | 13.30 | at | \$775.00 | = | \$10,307.50 |
| S R ALEXANDER | 43.30 | at | \$540.00 | = | \$23,382.00 |
| S J GRAVES | 45.00 | at | \$340.00 | = | \$15,300.00 |
| R C ROBINSON | 10.00 | at | \$240.00 | = | \$2,400.00 |
| B R KEMP | 55.30 | at | \$355.00 | = | \$19,631.50 |
| D KRASA-BERSTELL | 96.20 | at | \$395.00 | = | \$37,999.00 |
| M R REICHERT | 12.40 | at | \$250.00 | = | \$3,100.00 |
| S D LEVY | 12.10 | at | \$235.00 | = | \$2,843.50 |
| J R GILLILAND | 7.50 | at | \$750.00 | = | \$5,625.00 |

Current Fees

\$1,253,086.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|--|------------|
| Computerized Legal Research - Lexis - in contract 30% discount | \$716.63 |
| Computerized Legal Research - Westlaw - in contract 30% discount | \$1,117.07 |
| Courier Service/Messenger Service- Off Site | \$38.70 |
| Color Copy | \$864.00 |
| Meals - Overtime | \$70.95 |
| Meals - Business | \$192.44 |
| Meals (100%) | \$545.85 |
| Travel - Airfare | \$5,316.05 |
| Travel - Ground Transportation | \$646.88 |
| Travel - Lodging (Hotel, Apt, Other) | \$2,221.23 |
| Travel - Parking | \$42.00 |
| Travel - Telephone & Fax | \$67.90 |
| Local Transportation - Overtime | \$934.16 |
| Travel - Train Fare | \$817.00 |

Current Expenses

\$13,590.86

| <u>Date</u> | | <u>Value</u> |
|-------------|---|--------------|
| 11/26/19 | Travel - Airfare VENDOR: MEREDITH A. LAHAIE INVOICE#: | \$1,600.00 |

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| | 3849948202121707 DATE: 2/12/2020 Airfare, 11/26/19, Advanced airfare purchase for travel on Dec. 1 from SF to NYC and from NYC to SF on Dec. 4th | |
| 12/04/19 | Meals - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 All working late in office Meals, 12/04/19, Work late on client matters, Sweetgreen, Julie Thompson | \$10.95 |
| 12/05/19 | Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 732646 DATE: 12/5/2019 NAME: THOMPSON JULIE ANN TICKET #: 0010549253 DEPARTURE DATE: 12/08/2019 ROUTE: WAS NYP WAS | \$425.00 |
| 12/05/19 | Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 732976 DATE: 12/5/2019 NAME: NEWDECK JOANNA F TICKET #: 0010576272 DEPARTURE DATE: 12/08/2019 ROUTE: WAS NYP | \$182.00 |
| 12/05/19 | Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/05/19, Worked late re Dean Foods and had Dinner delivered to office from Eden Wok, Eden Wok, Jonathan Ciner | \$20.00 |
| 12/05/19 | Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/05/19, Worked late re Dean Foods and had took Uber car service home, Uber | \$89.25 |
| 12/06/19 | Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800685 DATE: 12/12/2019 12/06/0019 food for in person, FA/IB pitches. | \$140.99 |
| 12/06/19 | Local Transportation - Overtime VENDOR: PATRICK C. CHEN INVOICE#: 3854308212161803 DATE: 12/16/2019 Working Late in Office Taxi/Car/etc, 12/06/19, Late night/dearly morning taxi from office to home re late office work re Dean Foods, NYC Taxi | \$15.96 |
| 12/08/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Dinner, 12/08/19, Travel to NY for client meeting, Chopt, Julie Thompson | \$12.85 |
| 12/08/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. | \$13.80 |

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| | INVOICE#: 3858250812181901 DATE: 12/18/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to NY for client meeting, NY Taxi | |
| 12/08/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. | \$14.13 |
| | INVOICE#: 3858250812181901 DATE: 12/18/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to NY for meeting with client, Uber | |
| 12/08/19 | Meals - Business VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Dinner, 12/08/19, Travel to New York for client meeting, Starbucks, Joanna Newdeck | \$4.95 |
| 12/08/19 | Travel - Ground Transportation VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Taxi/Car Service/Public Transport, 12/08/19, Travel to New York for client meeting, Uber | \$18.47 |
| 12/09/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812132202 DATE: 12/13/2019 Hotel - Lodging, 12/09/19, One night lodging (travel to NY for client meeting), The Lexington | \$350.23 |
| 12/09/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Breakfast, 12/09/19, Travel to NY for client meeting, Starbucks, Julie Thompson | \$13.66 |
| 12/09/19 | Meals - Business VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Dinner, 12/09/19, Travel to New York for client meeting, Zarres at Penn Station, Joanna Newdeck | \$20.25 |
| 12/09/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: JOANNA F. NEWDECK INVOICE#: 3857465712262309 DATE: 12/26/2019 Hotel - Lodging, 12/09/19, One night lodging (travel to New York for client meeting), The Lexington Hotel | \$393.65 |
| 12/09/19 | Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 734256 DATE: 12/9/2019 NAME: NEWDECK JOANNA F TICKET #: 0010546527 DEPARTURE DATE: 12/09/2019 ROUTE: NYP WAS | \$210.00 |
| 12/10/19 | Meals - Business VENDOR: | \$19.69 |

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| 12/10/19 | THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Lunch, 12/10/19, Travel to NY for client meeting, Chickpea, Julie Thompson Travel - Ground Transportation | \$13.01 |
| 12/10/19 | VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812181901 DATE: 12/18/2019 Taxi/Car Service/Public Transport, 12/10/19, Travel to NY for client meeting, Uber Meals - Business | \$8.71 |
| 12/11/19 | VENDOR: THOMPSON, JULIE A. INVOICE#: 3858250812190003 DATE: 12/19/2019 Breakfast, 12/10/19, Travel to NY for client meeting, The Times Square Edition, Julie Thompson Local Transportation - Overtime | \$81.46 |
| 12/11/19 | VENDOR: DAGMARA KRASABERSTELL INVOICE#: 3853351312122309 DATE: 12/12/2019 Working Late in Office Taxi/Car/etc, 12/11/19, Dean Foods: Car home after working overtime., Uber Meals (100%) | \$99.08 |
| 12/11/19 | VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800685 DATE: 12/12/2019 12/11/0019 Lunch for Committe meeting and professional pre-meeting. Travel - Airfare | \$550.00 |
| 12/11/19 | VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192006 DATE: 12/19/2019 Airfare, 12/11/19, Dec. 11 purchase of Dec. 19 one-way return flight from Dallas-Ft. Worth to LGA re Dean Foods Meeting in Dallas. Travel - Airfare | \$550.00 |
| 12/11/19 | VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192006 DATE: 12/19/2019 Airfare, 12/11/19, Dec. 11 purchase of Dec. 18 one-way ticket from JFK to Dallas Fort Worth re Dean Meeting Local Transportation - Overtime | \$76.72 |
| 12/12/19 | VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/11/19, Worked late re Dean Foods and took Uber car service to home, Uber Local Transportation - Overtime | \$16.56 |
| | VENDOR: PATRICK C. CHEN INVOICE#: 3854308212161803 DATE: 12/16/2019 Working Late in Office Taxi/Car/etc, 12/12/19, Late night/early morning taxi from office to home re: late work in office re Dean Foods, NYC Taxi | |

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| 12/12/19 | Local Transportation - Overtime VENDOR: DAGMARA KRASA-BERSTELL INVOICE#: 3866223812190103 DATE: 12/19/2019 Working Late in Office Taxi/Car/etc, 12/12/19, Car home after working overtime., Uber | \$77.22 |
| 12/12/19 | Local Transportation - Overtime VENDOR: MADISON R. GARDINER INVOICE#: 3861592612191501 DATE: 12/19/2019 Working Late in Office Taxi/Car/etc, 12/12/19, Late working taxi home., Uber | \$26.00 |
| 12/12/19 | Travel - Ground Transportation VENDOR: SEAN G. D'ARCY INVOICE#: 3878076601152008 DATE: 1/15/2020 Taxi/Car Service/Public Transport, 12/12/19, Attendance at Neal Event., UVC INC Washington DC, UVC INC Washington DC | \$13.60 |
| 12/12/19 | Travel - Ground Transportation VENDOR: SEAN G. D'ARCY INVOICE#: 3878076601152008 DATE: 1/15/2020 Taxi/Car Service/Public Transport, 12/12/19, Senator Brown event attendance., UVC Washington DC, UVC Washington DC | \$11.98 |
| 12/12/19 | Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/12/19, Worked late re Dean Foods and had Dinner delivered to the office from Eden Wok, Eden Wok, Jonathan Ciner | \$20.00 |
| 12/12/19 | Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/12/19, Worked late re Dean Foods and took Uber car service home, Uber | \$85.59 |
| 12/13/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$70.92 |
| 12/13/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: US LAW REVIEWS AND JOURNALS; Employee: GARDINER MADISON; Charge Type: DOC ACCESS; Quantity: 1.0 | \$37.97 |
| 12/14/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: CHEN | \$215.11 |

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| 12/15/19 | PATRICK; Charge Type: ACCESS CHARGE; Quantity: 3.0 Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: SL-184-6 DATE: 12/15/2019 Patrick Chen - Yama Ramen and Sushi Bar - 12/12/2019 - Overtime Meal | \$20.00 |
| 12/16/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$71.06 |
| 12/16/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$71.06 |
| 12/16/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LITIGATION PROFILE SUITE; Employee: GARDINER MADISON; Charge Type: LITIGATION PROFILE SUITE; Quantity: 1.0 | \$179.45 |
| 12/16/19 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: YEN DORIS; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$71.06 |
| 12/16/19 | Computerized Legal Research - Westlaw - in contract 30% discount User: KRASA-BERSTELL DAGMARA Date: 12/16/2019 AcctNumber: 1000193694 ConnectTime: 0.0 | \$1,117.07 |
| 12/16/19 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738147 DATE: 12/16/2019 NAME: THOMPSON JULIE TICKET #: 2151281253 DEPARTURE DATE: 12/18/2019 ROUTE: DCA DAL HOU | \$600.00 |
| 12/16/19 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738161 DATE: 12/16/2019 NAME: THOMPSON JULIE TICKET #: 2151281266 DEPARTURE DATE: 12/20/2019 ROUTE: HOU BWI | \$599.98 |
| 12/16/19 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 738598 DATE: 12/16/2019 NAME: MCGRADY ERICA D TICKET #: 7483805156 DEPARTURE DATE: 12/18/2019 ROUTE: DCA DFW DCA | \$872.11 |
| 12/16/19 | Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/16/19, Worked late re Dean Foods and | \$77.27 |

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| 12/16/19 | took Uber car service to home, Uber Local Transportation - Overtime VENDOR: SHARON DAVIDOV INVOICE#: 4027200302242303 DATE: 2/24/2020 Working Late in Office Taxi/Car/etc, 12/16/19, Taxi from office to home- worked late, Uber | \$95.20 |
| 12/17/19 | Meals (100%) VENDOR: JASON'S DELI INVOICE#: 191217135030053 DATE: 12/17/2019 Breakfast and Snack for Dean Foods Deposition | \$265.78 |
| 12/17/19 | Local Transportation - Overtime VENDOR: MADISON R. GARDINER INVOICE#: 3875948112302105 DATE: 12/30/2019 Working Late in Office Taxi/Car/etc, 12/17/19, Late working taxi home., Uber | \$10.42 |
| 12/17/19 | Local Transportation - Overtime VENDOR: PATRICK C. CHEN INVOICE#: 3930364601212312 DATE: 1/21/2020 Working Late in Office Taxi/Car/etc, 12/17/19, Late night taxi from office to home after late night office work re Dean Foods, NYC Taxi | \$12.96 |
| 12/18/19 | Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3882005412232105 DATE: 12/23/2019 Taxi/Car Service/Public Transport, 12/18/19, Uber Car Service from Dallas Airport to hotel re Dean Meeting in Dallas, Uber Car Service | \$100.14 |
| 12/18/19 | Local Transportation - Overtime VENDOR: DAGMARA KRASA- BERSTELL INVOICE#: 3880672612241607 DATE: 12/24/2019 Working Late in Office Taxi/Car/etc, 12/18/19, Car home after working overtime., Uber | \$88.65 |
| 12/18/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/18/19, Travel to Dallas for client meeting, Uber | \$24.87 |
| 12/18/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/18/19, Travel to Dallas for client meeting, Uber | \$11.47 |
| 12/18/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: | \$14.53 |

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| | 3910044201131701 DATE: 1/13/2020 Hotel - Meals - Other, 12/18/19, In-Room Snacks (travel to Dallas for client meeting), Hotel Crescent Court, Julie Thompson | |
| 12/18/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Lunch, 12/18/19, Travel to Dallas for client meeting, EHS Crescent, Julie Thompson | \$17.87 |
| 12/18/19 | Meals - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 All working late in office Meals, 12/18/19, Worked late re Dean Foods and had Dinner delivered to the office from Pita Grill Kosher - Midtown East, Pita Grill Kosher - Midtown East, Jonathan Ciner | \$20.00 |
| 12/18/19 | Local Transportation - Overtime VENDOR: JONATHAN A. CINER INVOICE#: 3887011201291807 DATE: 1/29/2020 Working Late in Office Taxi/Car/etc, 12/18/19, Worked late re Dean Foods and took Uber car service to home, Uber | \$90.17 |
| 12/18/19 | Travel - Parking VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Parking, 12/18/19, parking re hearing, Valet Services | \$11.00 |
| 12/19/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192006 DATE: 12/19/2019 Hotel - Lodging, 12/19/19, Lodging at Hotel Crescent Court in Dallas, TX re Dean Foods Meeting., Hotel Crescent Court | \$304.52 |
| 12/19/19 | Meals - Business VENDOR: PHILIP C. DUBLIN INVOICE#: 3876436012192205 DATE: 12/19/2019 Hotel - Breakfast, 12/19/19, In-Room Dining at Hotel Crescent Court re Dean Foods meeting in Dallas., Hotel Crescent Court, Phil Dublin | \$25.00 |
| 12/19/19 | Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3882005412232105 DATE: 12/23/2019 Taxi/Car Service/Public Transport, 12/19/19, Uber Car Service to Dean meeting in Dallas, TX, Uber Car Service | \$88.01 |
| 12/19/19 | Local Transportation - Overtime VENDOR: DAGMARA KRASA- BERSTELL INVOICE#: 3880687412241804 DATE: 12/24/2019 | \$90.73 |

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| 12/19/19 | Working Late in Office Taxi/Car/etc, 12/19/19, Car home after working overtime., Uber Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 864; DATE ORDERED: 12/19/19 | \$864.00 |
| 12/19/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Hotel - Lodging, 12/19/19, One night lodging, Hotel Crescent Court | \$304.52 |
| 12/19/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Dallas for client meeting, Uber | \$33.59 |
| 12/19/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Dallas for client meeting, Uber | \$16.02 |
| 12/19/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Travel to Houston for court hearing, Uber | \$41.56 |
| 12/19/19 | Travel - Ground Transportation VENDOR: PHILIP C. DUBLIN INVOICE#: 3910820501132201 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/19/19, Uber from LGA Airport to home after travel back from Dean meetings in Dallas., Uber | \$118.66 |
| 12/19/19 | Travel - Airfare VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Airfare, 12/19/19, Dallas to Houston airfare re hearing | \$271.98 |
| 12/19/19 | Travel - Telephone & Fax VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Travel - WiFi, 12/19/19, Southwest wifi re hearing, Southwest | \$8.00 |
| 12/19/19 | Meals - Business VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE: 2/5/2020 Dinner, 12/19/19, meal re hearing, Hudson News, Marty Brimmage Jr. | \$10.73 |

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| 12/20/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Breakfast, 12/20/19, Travel to Houston for court hearing, Bouchee, Julie Thompson | \$10.83 |
| 12/20/19 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Lunch, 12/20/19, Travel to Houston for court hearing, Subway, Julie Thompson | \$8.37 |
| 12/20/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Hotel - Lodging, 12/20/19, One night lodging (travel to Houston for court hearing), The Post Oak Hotel | \$501.93 |
| 12/20/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber | \$48.24 |
| 12/20/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber | \$60.65 |
| 12/20/19 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201131701 DATE: 1/13/2020 Taxi/Car Service/Public Transport, 12/20/19, Travel to Houston for court hearing, Uber | \$18.68 |
| 12/20/19 | Travel - Airfare VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Airfare, 12/20/19, Houston to Dallas airfare re hearing | \$271.98 |
| 12/20/19 | Travel - Parking VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602032308 DATE: 2/3/2020 Parking, 12/20/19, airport parking re hearing, Dallas Love Field | \$31.00 |
| 12/20/19 | Meals - Business VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE: 2/5/2020 Hotel - Breakfast, 12/20/19, hotel meal at JW Marriott Houston re hearing, JW Marriott, Marty Brimmage Jr. | \$25.00 |
| 12/20/19 | Travel - Lodging (Hotel, Apt, Other) VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3974127602051507 DATE: | \$366.38 |

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 February 26, 2020

| | | | |
|----------|---|---------|-----------------------|
| | 2/5/2020 | | |
| | Hotel - Lodging, 12/20/19, one night hotel lodging at JW Marriott Houston re hearing, JW Marriott | | |
| 12/21/19 | Travel - Telephone & Fax VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201081604 DATE: 1/8/2020 | \$19.95 | |
| | Travel - WiFi, 12/21/19, Wi-Fi Internet service while working on client matters (Web Surfing), AeroMexico | | |
| 12/21/19 | Travel - Telephone & Fax VENDOR: THOMPSON, JULIE A. INVOICE#: 3910044201081604 DATE: 1/8/2020 | \$39.95 | |
| | Travel - WiFi, 12/21/19, Wi-Fi Internet service while working on client matters (Full flight unlimited), Aeromexico | | |
| 12/22/19 | Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: SL-184-7 DATE: 12/22/2019 | \$20.00 | |
| | Madison Gardiner - Yuri Sushi - 12/17/2019 - Overtime Meal | | |
| 12/25/19 | Courier Service/Messenger Service- Off Site VENDOR: MACH 5 COURIERS, INC INVOICE#: 52298 DATE: 12/25/2019 | \$38.70 | |
| | Courier Services | | |
| | Current Expenses | | \$13,590.86 |
| | Total Amount of This Invoice | | \$1,266,677.36 |

EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Alison Kowalski

COMPANY: The Bank of New York Mellon Trust

| DATE | PARKING | AIRFARE | TAXIS | LODGING | MEALS | MISC. | DESCRIPTION OF EXPENSE DETAIL ¹ |
|---|---------|-----------------|-----------------|-----------------|-------|-------|--|
| 12/18/19- 12/19/19 Alison Kowalski | | \$848.39 | \$116.42 | \$304.52 | | | Travel to Dallas for meeting with Company. |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| TOTALS² | | \$848.39 | \$116.42 | \$304.52 | | | |

TOTAL: \$1,269.33

PLEASE MAKE CHECK PAYABLE TO: The Bank of New York Mellon

PLEASE SEND CHECK TO: Alison Kowalski, 240 Greenwich Street, 7th Floor, New York, NY 10286

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Thomas Pitta

COMPANY: Emmet, Marvin and Martin LLP

| DATE | PARKING | AIRFARE | TAXIS | LODGING | MEALS | MISC. | DESCRIPTION OF EXPENSE DETAIL ¹ |
|---------------------------------------|---------|-------------------|-----------------|-----------------|-------|-------|--|
| 12/18/19- 12/19/19 Thomas Pitta | | \$1,094.60 | \$192.88 | \$303.72 | | | Travel to Dallas for meeting with Company. |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| TOTALS² | | \$1,094.60 | \$192.88 | \$303.72 | | | |

TOTAL: \$1,591.20

PLEASE MAKE CHECK PAYABLE TO: Emmet, Marvin and Martin LLP

PLEASE SEND CHECK TO: Thomas Pitta, 120 Broadway 32nd Floor, New York, NY 10271

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Ray Gutierrez

COMPANY: California Dairies, Inc.

| DATE | PARKING | AIRFARE | TAXIS | LODGING | MEALS | MISC. | DESCRIPTION OF EXPENSE DETAIL ¹ |
|---------------------------|---------|------------------|-----------------|---------------------------------|-----------------|-------|---|
| 12/1/19 | | \$819.68 | | | | | Dean Creditor Committee Meeting – Law Firm Pitches – Travel associated expenses, New York NY |
| 12/2/19 | | | \$80.85 | | \$47.44 | | Dean Creditor Committee Meeting – Law Firm Pitches – Travel associated expenses, New York NY |
| 12/3/2019 | | | \$45.38 | | \$16.70 | | Dean Creditor Committee Meeting – IB/FA Pitches – Travel associated expenses, New York NY |
| 12/5/2019 | | | \$32.62 | \$1461.18 (for 12/1/19-12/5/19) | \$41.72 | | Dean Creditor Committee Meeting – IB/FA Pitches – Travel associated expenses, New York NY |
| 12/18/2019-12/20/2019 | | \$669.98 | \$140.67 | \$330.76 | \$5.73 | | Dean Creditor Committee and Management Meeting – Law Firm Pitches – Travel associated expenses, Dallas TX |
| TOTALS² | | \$1489.66 | \$299.52 | \$1791.94 | \$111.59 | | |

TOTAL: **\$3692.71** **PLEASE MAKE CHECK PAYABLE TO: Challenge Dairy Products, Inc.**
PLEASE SEND CHECK TO: Challenge Dairy Products, Inc., P.O. Box 2369, Dublin, CA 94568

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

**EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS**

For the Month of December 2019

NAME: Brad R. Berliner, Andrew Herink and Andrew Sprau

COMPANY: Central States, SE and SW Areas Pension Fund

| DATE | PARKING | AIRFARE | TAXIS | LODGING | MEALS | MISC. | DESCRIPTION OF EXPENSE DETAIL ¹ |
|--|---------|-------------------|-----------------|-------------------|-----------------|---------------|---|
| 12/3/19 to 12/4/19 Brad Berliner | | 528.60 | 126.25 | 440.95 | 83.75 | 3.00* | Travel to New York for Creditors Committee formation meeting and selection of legal and financial advisors. *Tip |
| 12/18/19 to 12/19/19 Brad Berliner | | 627.60 | 87.93 | 247.85 | 12.97 | 5.00* | Travel to Dallas for meeting with creditors committee, counsel and company. *Tips |
| 12/3/19 to 12/4/19 Andrew Herink | | 493.60 | 79.39 | 440.95 | 17.00 | | Travel to New York for Creditors Committee formation meeting and selection of legal and financial advisors. |
| 12/18/19 to 12/19/19 Andrew Sprau | | 627.60 | | 247.85 | 8.95 | | Travel to Dallas for meeting with creditors committee, counsel and company. |
| TOTALS² | | \$2,277.40 | \$293.57 | \$1,377.60 | \$122.67 | \$8.00 | |

TOTAL: \$4,079.24

PLEASE MAKE CHECK PAYABLE TO: Central States, SE & SW Areas Pension Fund

**PLEASE SEND CHECK TO: Brad R. Berliner, Deputy General Counsel
Central States, SE & SW Areas Pension Fund
8647 W. Higgins Rd.
Chicago, IL 60631**

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SOUTHERN FOODS GROUP, LLC, ET AL., DEBTORS

For the Month of December 2019

NAME: Bill Pieper

COMPANY: Land O'Lakes, Inc.

| DATE | PARKING | AIRFARE | TAXIS | LODGING | MEALS | MISC. | DESCRIPTION OF EXPENSE DETAIL ¹ |
|---------------------------|--------------|----------------|--------------|--------------|--------------|-------|--|
| 12/18/19 | 29.00 | 615.04 | 8.06 | 94.37 | 9.98 | | Committee & Management Meeting - Travel associated expenses, Dallas TX |
| 12/3/2019 | 26.00 | 881.08 | 49.07 | | 21.06 | | Deans Creditor Committee Meeting/Investment Banker/Financial Advisor Pitches – Travel associated expenses, New York NY |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| TOTALS² | 55.00 | 1496.12 | 57.13 | 94.37 | 31.04 | | |

TOTAL: PLEASE MAKE CHECK PAYABLE TO: Land O'Lakes, Inc.

1733.66

PLEASE SEND CHECK TO: Land O'Lakes, Inc., Attn: Mary Jo Lewis, PO Box 64101, MS 2000, St Paul MN 55164

¹ With respect to: (i) any travel expenses, please include destination and purpose of the trip; and (ii) miscellaneous, please include a general description of the miscellaneous expense. To the extent any expenses are for individual counsel expenses please identify as such.

² Please attach all receipts.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹ |) | Case No. 19-36313 (DRJ) |
| |) | |
| Debtors. |) | |
| |) | (Jointly Administered) |
| |) | |

**SECOND MONTHLY FEE STATEMENT
OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580], each Application Recipient receiving notice of this monthly fee statement shall have until 4:00 p.m. (CT), 14 days after service of this monthly fee statement to object to the fees and expenses requested herein. Upon the expiration of such 14-day period, the Debtors are authorized and directed to pay 80% of the fees and 100% of the expenses requested in this monthly fee statement that are not subject to an objection.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

| | |
|---|--|
| Name of Professional: | Akin Gump Strauss Hauer & Feld LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Date Order of Employment Signed: | February 19, 2020, effective <i>nunc pro tunc</i> to December 3, 2019 [Docket No. 958] |
| Time Period Covered: | January 1, 2020 – January 31, 2020 |
| Total Fees Sought: | \$1,316,936.00 |
| Amount of retainer received in case: | N/A |
| Total professional fees covered by this statement: | \$1,306,767.00 |
| Total professional hours covered by this statement: | 1,455.50 |
| Average hourly rate for professionals: | \$897.81 |
| Total paraprofessional fees covered by this statement: | \$10,169.00 |
| Total paraprofessional hours covered by this statement: | 46.00 |
| Average hourly rate for paraprofessionals: | \$221.07 |
| Reimbursable expenses sought in this statement: | \$6,331.72 |
| Out-of-pocket expenses of Committee members sought in this statement: | \$0.00 |
| Payment requested: | |
| 80% Fees | \$1,053,548.80 |
| 100% Expenses | \$6,331.72 |
| Total: | \$1,059,880.52 |

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580] (the “Interim Compensation Order”), and the *Order Authorizing the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP, as Counsel, Effective Nunc Pro Tunc to December 3, 2019* [Docket No. 958], the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), as counsel to the Official Committee of

Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Second Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from January 1, 2020 to January 31, 2020* (the “Second Monthly Fee Statement”). By the Second Monthly Fee Statement and pursuant to the Interim Compensation Order, Akin Gump seeks interim payment of (i) \$1,053,548.80 (80% of \$1,316,936.00) as compensation for professional services rendered to the Committee and (ii) \$6,331.72 for reimbursement of actual and necessary expenses, for a total of \$1,059,880.52 for the period January 1, 2020 through and including January 31, 2020 (the “Fee Period”). Pursuant to the Interim Compensation Order, the Application Recipients have until 4:00 p.m. (CT) on the fourteenth day following service of this Second Monthly Fee Statement to object to the requested fees and expenses.

Itemization of Services Rendered and Expenses Incurred

1. In support of this Second Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Akin Gump partners, counsel, associates, consultants and paraprofessionals during the Fee Period with respect to each of the subject matter categories Akin Gump established in accordance with its internal billing procedures. As reflected in Exhibit A, Akin Gump incurred \$1,316,936.00 in fees during the Fee Period. Pursuant to this Second Monthly Fee Statement, Akin Gump seeks compensation in the amount of \$1,053,548.80 or 80% of such fees.
 - **Exhibit B** is a schedule providing certain information regarding the Akin Gump attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Second Monthly Fee Statement. Attorneys and paraprofessionals of Akin Gump expended a total of 1,501.50 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule setting forth the amount sought with respect to each category of expenses for which reimbursement is sought in this Second

Monthly Fee Statement. This Second Monthly Fee Statement seeks reimbursement of expenses in the aggregate total amount of \$6,331.72.

- **Exhibit D** consists of Akin Gump's detailed records of fees and expenses incurred during the Fee Period in rendering professional services to the Committee.

Representations

2. Although Akin Gump has used its reasonable best efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Second Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Akin Gump reserves the right to seek payment of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Interim Compensation Order.

[Remainder of page intentionally left blank.]

Dated: March 20, 2020

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.
State Bar No. 00793386; S.D. Tex. No. 30464
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com

-and-

Ira S. Dizengoff (admitted *pro hac vice*)
Philip C. Dublin (admitted *pro hac vice*)
Meredith Lahaie (admitted *pro hac vice*)
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
pdublin@akingump.com
mlahaie@akingump.com

*Counsel to the Official Committee of Unsecured Creditors
of Southern Foods Group, LLC, et al.*

Application Recipients

- a. the Debtors, Attn: Kristy Waterman (kristy_waterman@deanfoods.com), Senior Vice President and General Counsel;
- b. counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com), Steven Z. Szanzer (steven.szanzer@davispolk.com), Nate Sokol (Nathaniel.sokol@davispolk.com), and Daniel E. Meyer (daniel.meyer@davispolk.com);
- c. local counsel to the Debtors, Norton Rose Fulbright US LLP, 1301 McKinney Street, Houston, Texas 77010, Attn: William R. Greendyke (william.greendyke@nortonrosefulbright.com), Jason L. Boland (jason.boland@nortonrosefulbright.com), Bob Bruner (bob.bruner@nortonrosefulbright.com), and Julie Harrison (julie.harrison@nortonrosefulbright.com);
- d. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas, 77002, Attn: Stephen D. Statham and Hector Duran Jr.; and
- e. White & Case LLP, Attn: Philip Abelson (philip.abelson@whitecase.com), as counsel to Coöperatieve Rabobank U.A., New York Branch, the administrative agent under Debtors' prepetition receivables purchase agreement, administrative agent under the Debtors' prepetition secured revolving credit facility, and administrative agent under the Debtors' postpetition financing facility.

EXHIBIT A**Summary of Hours Expended and Fees Incurred by Project Category**

| Matter Number | Matter Description | Total Hours Billed | Total Fees Requested |
|----------------------|--|---------------------------|-----------------------------|
| 2 | General Case Administration | 59.40 | \$53,895.50 |
| 3 | Akin Gump Fee Application/Monthly Billing Reports | 38.70 | \$30,226.00 |
| 4 | Analysis of Other Professionals Fee Applications/Reports | 1.00 | \$869.00 |
| 5 | Review/Preparation of Schedules, Statements | 4.00 | \$3,910.00 |
| 6 | Retention of Professionals | 57.40 | \$53,025.00 |
| 7 | Creditor Committee Matters/Meetings (including 341 Meetings) | 134.00 | \$145,465.50 |
| 8 | Hearings and Court Matters/Court Preparation | 1.30 | \$1,363.00 |
| 10 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 2.10 | \$1,765.00 |
| 11 | Executory Contracts/License Agreements | 2.50 | \$1,745.50 |
| 12 | General Claims Analysis/Claims Objections | 3.30 | \$2,789.00 |
| 13 | Analysis of Pre-Petition Transactions | 19.30 | \$19,039.50 |
| 15 | Analysis of Secured Claims/Adequate Protection Issues | 18.00 | \$16,962.50 |
| 16 | Automatic Stay Issues | 47.20 | \$43,529.00 |
| 17 | General Adversary Proceedings/Litigation Matters | 2.70 | \$2,432.00 |
| 18 | Tax Issues | 1.30 | \$1,553.50 |
| 19 | Labor Issues/Employee Benefits | 430.80 | \$441,062.00 |
| 20 | Legislative/Regulatory Policy Matters | 111.60 | \$84,681.50 |
| 23 | Asset Dispositions/363 Sales | 217.50 | \$241,686.50 |
| 24 | Real Estate Issues | 298.90 | \$129,923.50 |
| 27 | Environmental | 16.20 | \$13,770.00 |
| 28 | General Corporate Matters | 18.10 | \$12,451.00 |
| 31 | Business Operations | 15.20 | \$13,441.50 |
| Totals | | 1,501.50 | \$1,316,936.00 |

EXHIBIT B**Summary of Timekeepers Included in Fee Period**

| TIMEKEEPER | DEPT. | BAR ADMISSION | RATE | HOURS | AMOUNT |
|----------------------|-------|------------------|----------|--------|--------------|
| PARTNERS | | | | | |
| D'ARCY, SEAN | PLP | 1992 | 1,135.00 | 13.10 | \$14,868.50 |
| DUBLIN, PHILIP C. | FRS | 1999 | 1,595.00 | 38.40 | \$61,248.00 |
| LAHAIE, MEREDITH A. | FRS | 2007 | 1,350.00 | 131.20 | \$177,120.00 |
| BRIMMAGE, MARTY JR. | LIT | 1995 | 1,595.00 | 21.30 | \$33,973.50 |
| JINDAL, GORAV | LIT | 2000 | 1,115.00 | 11.10 | \$12,376.50 |
| IM, JASON | COR | 2008 | 1,350.00 | 7.00 | \$9,450.00 |
| ADLER, AIMEE M. | ECEB | 2001 | 1,135.00 | 115.60 | \$131,206.00 |
| LEYDEN, LAUREN | LABOR | 2006 | 1,280.00 | 91.10 | \$116,608.00 |
| TERHUNE, HENRY A | PLP | 1989 | 1,055.00 | 18.50 | \$19,517.50 |
| TUCKER, JAMES R. | PLP | 1997 | 1,115.00 | 11.50 | \$12,822.50 |
| BAIN, JOHN A. | COR | 2007 | 1,095.00 | 16.50 | \$18,067.50 |
| LAWRENCE, LACY M. | LIT | 2006 | 1,350.00 | 8.70 | \$11,745.00 |
| COUNSEL | | | | | |
| NEWDECK, JOANNA | FRS | 2006 | 1,195.00 | 29.80 | \$35,611.00 |
| MCGRADY, ERICA D. | COR | 1997 | 965.00 | 54.40 | \$52,496.00 |
| BUSCHING, DESIREE E. | LABOR | 2012 | 1,025.00 | 19.20 | \$19,680.00 |
| AGAHZADEH, ALEX | COR | 2014 | 850.00 | 15.60 | \$13,260.00 |
| PARK, DANIEL S. | LIT | 2011 | 960.00 | 42.90 | \$41,184.00 |
| ASSOCIATES | | | | | |
| THOMPSON, JULIE A. | FRS | 2015 | 860.00 | 158.20 | \$136,052.00 |
| CHEN, PATRICK C. | FRS | 2018 | 775.00 | 49.90 | \$38,672.50 |
| GARDINER, MADISON R. | FRS | 2020 | 615.00 | 31.90 | \$19,618.50 |
| FAROVITCH, AARON S. | ECEB | 2017 | 835.00 | 140.30 | \$117,150.50 |
| GAGE, WANDA | COR | 1987 | 290.00 | 62.80 | \$18,212.00 |
| KHADER, MITCHELL | LIT | 2020 | 535.00 | 21.70 | \$11,609.50 |
| KLAUSNER, RACHEL | LABOR | 2016 | 895.00 | 18.90 | \$16,915.50 |
| FORBES, IMANI N. | LABOR | 2019 | 565.00 | 29.20 | \$16,498.00 |
| MANJIYANI, SHAILA | COR | 2017 | 650.00 | 9.90 | \$6,435.00 |
| OJURONGBE, REMI | LIT | 2020 | 535.00 | 27.00 | \$14,445.00 |

| | | | | | |
|--------------------------|-----|------|-----------------|--------|-----------------------|
| PELAK, WILLIAM C. | COR | 2016 | 895.00 | 9.60 | \$8,592.00 |
| GRAVES, STUART J. | COR | 2006 | 355.00 | 137.20 | \$48,706.00 |
| STEED, ALISON L. | COR | 2018 | 650.00 | 24.10 | \$15,665.00 |
| TODD, ASHELY | COR | 1999 | 545.00 | 39.50 | \$21,527.50 |
| ALEXANDER, SAM R. | COR | 2018 | 650.00 | 12.20 | \$7,930.00 |
| PEEK, ERIN | LIT | 2019 | 535.00 | 10.80 | \$5,778.00 |
| LYMAN, JOHN B. | ENV | 2014 | 850.00 | 16.20 | \$13,770.00 |
| CONSULTANTS | | | | | |
| GILLIAND, JOHN | IT | N/A | 780.00 | 10.20 | \$7,956.00 |
| PARAPROFESSIONALS | | | | | |
| LOGGINS, REBECCA | COR | N/A | 160.00 | 15.90 | \$2,544.00 |
| REICHERT, MOLLY | FRS | N/A | 260.00 | 16.70 | \$4,342.00 |
| ROBINSON, RACHEL C. | PLP | N/A | 245.00 | 13.40 | \$3,283.00 |
| TOTALS | | | 1,501.50 | | \$1,316,936.00 |

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation; COM = Communications;
IP = Intellectual Property; ECEB = Executive Compensation/Employee Benefits;
PLP = Public Law & Policy; ENV = Environmental; IT = International Trade

EXHIBIT C**Summary of Expenses for the Fee Period**

| Expense Category | Amount (\$) |
|--|--------------------|
| Computerized Legal Research - Lexis - in contract 30% discount | 1,455.64 |
| Computerized Legal Research – Other | 107.80 |
| Computerized Legal Research - Courtlink - In Contract 50% Discount | 3.72 |
| Computerized Legal Research - Westlaw - in contract 30% discount | 3,307.91 |
| Meals - Overtime | 149.24 |
| Meals (100%) | 181.68 |
| Research | 30.49 |
| Transcripts | 145.20 |
| Travel - Airfare | 772.71 |
| Travel – Telephone/Fax/Internet | 25.00 |
| Local Transportation - Overtime | 152.33 |
| Akin Gump Expenses | 6,331.72 |
| Committee Member Expenses | 0.00 |
| TOTAL | 6,331.72 |

1. Air transportation expenses include only coach class fares.

EXHIBIT D

Detailed Description of Services and Expenses

Akin Gump

Strauss Hauer & Feld LLP

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
2711 NORTH HASKELL AVE
SUITE 3400
DALLAS, TX 75204
ATTN: GARY RAHLFS

Invoice Number 1877914
Invoice Date 03/20/20
Client Number 101810
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

| | <u>HOURS</u> | <u>VALUE</u> |
|--|--------------|--------------|
| 0002 General Case Administration | 59.40 | \$53,895.50 |
| 0003 Akin Gump Fee Application/Monthly Billing Reports | 38.70 | \$30,226.00 |
| 0004 Analysis of Other Professionals Fee Applications/Reports | 1.00 | \$869.00 |
| 0005 Review/Preparation of Schedules, Statements | 4.00 | \$3,910.00 |
| 0006 Retention of Professionals | 57.40 | \$53,025.00 |
| 0007 Creditors Committee Meetings/Meetings (including 341 Meetings) | 134.00 | \$145,465.50 |
| 0008 Hearings and Court Matters/Court Preparation | 1.30 | \$1,363.00 |
| 0010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 2.10 | \$1,765.00 |
| 0011 Executory Contracts/License Agreements | 2.50 | \$1,745.50 |
| 0012 General Claims Analysis/Claims Objections | 3.30 | \$2,789.00 |
| 0013 Analysis of Pre-Petition Transactions | 19.30 | \$19,039.50 |
| 0015 Analysis of Secured Claims/Adequate Protection Issues | 18.00 | \$16,962.50 |
| 0016 Automatic Stay Issues | 47.20 | \$43,529.00 |
| 0017 General Adversary Proceedings/Litigation Matters | 2.70 | \$2,432.00 |
| 0018 Tax Issues | 1.30 | \$1,553.50 |
| 0019 Labor Issues/Employee Benefits | 430.80 | \$441,062.00 |
| 0020 Legislative/Regulatory Policy Matters | 111.60 | \$84,681.50 |
| 0022 Disclosure Statement/Solicitation/Plan/Confirmation | 1.00 | \$1,350.00 |
| 0023 Asset Dispositions/363 Sales | 217.50 | \$241,686.50 |
| 0024 Real Estate Issues | 298.90 | \$129,923.50 |

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| | | | |
|------|---------------------------|----------------|-----------------------|
| 0027 | Environmental | 16.20 | \$13,770.00 |
| 0028 | General Corporate Matters | 18.10 | \$12,451.00 |
| 0031 | Business Operations | 15.20 | \$13,441.50 |
| | TOTAL | <u>1501.50</u> | <u>\$1,316,936.00</u> |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 01/01/20 | JFN | Review status of recent docket filings (.1) and internal emails re same (.1). | 0.20 |
| 01/01/20 | DEB | Review correspondence from A. Adler re labor and benefits diligence. | 0.10 |
| 01/02/20 | HAT | Correspondence re reports on reform of federal milk marketing orders and GAO report on consolidation (.3); begin review of same (1.0). | 1.30 |
| 01/02/20 | PCD | Review and comment on retention materials for Miller Buckfire (2.2); emails re same (.1). | 2.30 |
| 01/02/20 | EDM | Review revised committee bylaws. | 0.40 |
| 01/02/20 | LHL | Review labor diligence (5.0); telephone conferences with labor team re same (.5); telephone conference with Akin and BRG re same (.3). | 5.80 |
| 01/02/20 | JFN | Emails with Committee advisors re status of sale process (.1, .1); review MB response re same (.1). | 0.30 |
| 01/02/20 | JFN | Review MB response to engagement letter comments (.1, .2); internal follow ups re same (.2); call with MB re same (.2); review MB comments to same and internal communications (.2); revisions related to same (.2); follow up communications re same (.1); review internal comments to MB documents and revise engagement letter re same (1.0); review precedent re same (.3). | 2.50 |
| 01/02/20 | JFN | Review requested revisions to bylaws (.2) and communications with committee member (.1) and DP (.1) re same; emails with corporate (.1) and internal team re same (.1). | 0.60 |
| 01/02/20 | MAL | Review and comment on revised retention papers (2.3); emails re same (.5). | 2.80 |
| 01/02/20 | MAL | Emails re status of lien review. | 0.40 |
| 01/02/20 | MAL | Emails re KERP/STIP status. | 0.30 |
| 01/02/20 | MAL | Emails re case updates from parties in interest. | 0.30 |
| 01/02/20 | JJI | Correspond with Akin finance team re collateral review (.4); review/analyze debt and collateral documents (1.0). | 1.40 |
| 01/02/20 | JAB | Conference with Akin review team in connection with real property collateral review (.6); review of applicable materials in connection with same (1.0). | 1.60 |
| 01/02/20 | SJG | Conference re real property review (.6); compile and revise template of real property review (1.2); conduct mortgaged real property review (5.6). | 7.40 |
| 01/02/20 | DEB | Conferences with labor team re labor matters and labor and benefits diligence (.5); review correspondence from Akin team, labor team, and advisors re same (.2); review labor documents re same (.7). | 1.40 |
| 01/02/20 | ADT | Prepare mortgage perfection analysis. | 0.20 |
| 01/02/20 | RK | Correspond with I. Forbes re retention payments (.1); review retention payment documents (.7); conferences (.5) and emails (.2) with labor team re labor matters and next steps; conference call with BRG re same (.3). | 1.80 |
| 01/02/20 | AA | Review title documents. | 1.80 |
| 01/02/20 | PCC | Revise bylaws. | 0.30 |
| 01/02/20 | PCC | Review and analyze real estate appraisal reports. | 0.70 |
| 01/02/20 | JAT | Revise MB engagement letter (.6); emails re same (.3); revise MB retention (2.1); emails re same (.4); revise BRG retention (3.2); emails re same (.5); revise declaration in support of advisors (2.1). | 9.20 |
| 01/02/20 | INF | Conference with labor team re employment and executive compensation due diligence (.5); conference with BRG re same | 0.80 |

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|-------------|-------------|---|--------------|
| | | (.3). | |
| 01/02/20 | MRG | Update task list and case calendar (.1); circulate calendar invites for hearing dates (.1). | 0.20 |
| 01/02/20 | AMA | Conference calls with Akin team (.5) and BRG team (.3) regarding employee payments; review A&M reports in connection with same (1.4); review list of questions/issues regarding same (.5); review non-executive incentive and retention plan proposal (1.2); emails with Akin team regarding same (.2). | 4.10 |
| 01/02/20 | ASF | Conference call with Akin team regarding employee payments (.5); conference call with BRG team regarding same (.3); review of materials regarding Debtors' proposed employee incentive and retention plans (4.0); consider issues with respect to the same (2.0); draft list of follow up questions and diligence requests regarding employee payments and Debtors' proposed plans (.8). | 7.60 |
| 01/02/20 | LEP | Draft (2.1) and revise (1.1) memo regarding extension of automatic stay to non-debtor actions. | 3.20 |
| 01/02/20 | MRR | Proofread (.8) and coordinate filing (.2) of Akin retention application. | 1.00 |
| 01/02/20 | SRA | Update Collateral Review (1.5); review additional documents (6.0). | 7.50 |
| 01/03/20 | HAT | Continue review of dairy industry pricing and competition issues. | 1.00 |
| 01/03/20 | PCD | Emails re professional retention issues (.4); review retention documents (1.2). | 1.60 |
| 01/03/20 | LHL | Review labor diligence (3.0); email with A. Adler re retention bonuses (.5). | 3.50 |
| 01/03/20 | JFN | Emails with professionals re appraisal review (.1, .1). | 0.20 |
| 01/03/20 | JFN | Review status of pending case work streams (.3) and communications internally re same (.2). | 0.50 |
| 01/03/20 | JFN | Review email from MB re retention papers (.1); internal emails re same (.1); call with MB re finalizing same (.4); follow up internal update re same (.1, .1); and various communications with MB re same (.1, .1); review revised engagement letter (.2) and finalize same (.2); review various communications with MB re finalizing retention apps (.2); various internal communications re Akin and BRG retention apps (.2). | 1.80 |
| 01/03/20 | JFN | Call with creditor re case status. | 0.30 |
| 01/03/20 | JFN | Communications with committee re bylaws. | 0.10 |
| 01/03/20 | MAL | Emails re retention documents (1.6); review revisions to same (2.1). | 3.70 |
| 01/03/20 | JJI | Review/markup collateral review. | 3.50 |
| 01/03/20 | MLB | Analyze motion to extend automatic stay. | 1.30 |
| 01/03/20 | DEB | Review and analyze documents re labor and benefits diligence (1.0); correspond with Akin team and advisors re call agenda and diligence requests (.3); review team and advisor comments re same (.2). | 1.50 |
| 01/03/20 | RK | Correspond with Akin labor and executive compensation teams and BRG re retention payments. | 0.20 |
| 01/03/20 | AA | Email correspondence (.2) and attorney conference (.6) re real property review; review title related documents (1.1). | 1.90 |
| 01/03/20 | JAT | Revise MB retention (2.4); revise BRG retention (2.1); emails re same (.5); call with A. Herink re same (.2); call with MB re same (.4). | 5.60 |
| 01/03/20 | ALS | Review document uploads to virtual data room and circulate internal summary re same (.6); revise legal due diligence request list tracker re same (.5). | 1.10 |
| 01/03/20 | MRG | Edit BRG and MB retention applications. | 2.50 |
| 01/03/20 | MRG | Update task list. | 0.10 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/03/20 | MRG | Review local rules for 503(b)(9) claims deadline. | 0.20 |
| 01/03/20 | AMA | Prepare agenda for call regarding compensation arrangements with A&M and Davis Polk (1.0); correspond with Akin and BRG teams regarding same (.5); review A&M presentations regarding same (1.2). | 2.70 |
| 01/03/20 | ASF | Correspond with internal team regarding Debtors' proposed employee incentive and retention payments. | 3.10 |
| 01/03/20 | MRR | Monitor docket for updates. | 0.20 |
| 01/03/20 | MRR | Prepare for (3.2) and file (.3) BRG and MB retention applications. | 3.50 |
| 01/03/20 | SSM | Begin to review mortgage documents and populate mortgage perfection chart for the following properties. | 1.10 |
| 01/03/20 | SRA | Update Collateral Review. | 0.70 |
| 01/05/20 | SGD | Review materials on antitrust related to dairy industry. | 1.00 |
| 01/06/20 | HAT | Correspondence and review materials re Borden announcement to seek bankruptcy protection (1.0); review reports on industry consolidation (.5). | 1.50 |
| 01/06/20 | SGD | Discussions with governmental staff regarding multi-employer plan legislation. | 1.50 |
| 01/06/20 | JRT | Engage in communications with Akin team re press on industry trends. | 0.50 |
| 01/06/20 | PCD | Call with E. McGrady re sale process (.3); emails re same (.1). | 0.40 |
| 01/06/20 | PCD | Internal emails re KEIP/KERP program. | 0.20 |
| 01/06/20 | PCD | Emails re 1/8 committee call agenda. | 0.10 |
| 01/06/20 | EDM | Call with P. Dublin re sale process (.3); review documents re same (.5). | 0.80 |
| 01/06/20 | EDM | Review prepetition transactions diligence issues and lists. | 1.60 |
| 01/06/20 | LHL | Telephone conference with A. Adler re employee matters (.5); telephone conference with Debtors, Davis Polk, Alvarez and BRG re same (2.5); telephone conference with Akin and BRG re same (.5); telephone conference with M. Lahaie re same (.3). | 3.80 |
| 01/06/20 | JFN | Review (.2) and comment (.2) on task list; follow up communication re open task items (.1, .1); participate in update call with party in interest (.5); further comments to task list (.3); prepare for task list call (.3); participate in same (.6); emails with DP re weekly call (.1) and internal follow up re same (.1, .1). | 2.60 |
| 01/06/20 | JFN | Internal follow up re status of employee payment review and postpetition programs being considered. | 0.30 |
| 01/06/20 | JFN | Review chart re go forward first day order obligations (.1, .1) and internal emails (.1) re same. | 0.30 |
| 01/06/20 | MAL | Prepare for committee call (1.4); emails with committee members re case status (.3). | 1.70 |
| 01/06/20 | MAL | Update call with DPW re M&A process and status. | 0.40 |
| 01/06/20 | MAL | Update call with party in interest (.5); internal task list call (.6). | 1.10 |
| 01/06/20 | MAL | Call with L. Leyden re status of KEIP/STIP review (.3); emails with Akin team re same (.3). | 0.60 |
| 01/06/20 | JAB | Emails with S. Alexander regarding real property collateral review process (.4); call with S. Alexander regarding same (.2); email correspondence with Akin real property review team regarding review status and path forward (.4). | 1.00 |
| 01/06/20 | SJG | Conduct mortgaged real property review. | 7.40 |
| 01/06/20 | MLB | Review analysis of motion to extend automatic stay. | 1.70 |
| 01/06/20 | LML | Review and revise memorandum re motion to extend automatic stay (.2); correspond with J. Thompson re same (.2). | 0.40 |
| 01/06/20 | DEB | Review and exchange correspondence with labor team and Akin team re labor matters (.1); review documents re same (.1); conference with Akin team, debtors, and advisors re labor matters and labor and benefits diligence (2.5); review Akin team and | 2.90 |

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| | | advisor labor and benefits diligence requests (.2). | |
| 01/06/20 | RK | Conference call w/Akin labor and executive compensation teams, Debtors, and advisors re employee matters (2.5); conference call w/Akin labor and executive compensation teams and BRG re same (.5). | 3.00 |
| 01/06/20 | PCC | Confer with Akin associates re review of invoice for privilege and confidentiality (.3); coordinate same (.2); conduct same (.8). | 1.30 |
| 01/06/20 | PCC | Attend task list call (.6); revise task list (.1); associate team call (.3). | 1.00 |
| 01/06/20 | JAT | Review recently filed pleadings (1.4) and draft summaries for Committee of same (2.6); emails re status of pleadings (.7); call with party in interest re status of case (.6); participate in Akin team call (.6); participate in associate team call (.3). | 6.20 |
| 01/06/20 | JAT | Draft and revise Committee call agenda. | 0.70 |
| 01/06/20 | JAT | Review memo re motion to extend automatic stay to non-debtors. | 0.80 |
| 01/06/20 | JAT | Revise 2019 statement. | 0.90 |
| 01/06/20 | JAT | Revise Committee expense form. | 0.50 |
| 01/06/20 | INF | Review agenda and presentation in preparation for call (.5); call with Akin labor and employment team, executive compensation team, Debtors and advisors re employee matters (2.5). | 3.00 |
| 01/06/20 | MRG | Review outstanding motions (.1); circulate table listing motions, objection deadlines, and hearing deadlines to internal team (.1). | 0.20 |
| 01/06/20 | MRG | Update task list (.2); attend call with internal team to discuss task list items (.6); update task list and case calendar in light of call (.4); circulate same (.1). | 1.30 |
| 01/06/20 | MRG | Call with Akin associates regarding invoice. | 0.30 |
| 01/06/20 | MRG | Prepare summary of motion to extend automatic stay. | 0.60 |
| 01/06/20 | AMA | Prepare for conference calls with Dean Foods, A&M and Davis Polk teams in connection with employee matters (1.2); call with L. Leyden re same (.5); conference call with BRG re same (.5); conference calls with Akin, Debtors and advisors regarding same (2.5); review and revise list of follow up document requests (.8). | 5.50 |
| 01/06/20 | ASF | Conference call with Debtors' management team regarding employee matters (2.5); conference call with Akin team and BRG team regarding same (.5); continue review of Debtors' proposed incentive and retention programs (2.5); draft supplemental document requests regarding the Debtors' proposed incentive and retention programs (2.0); correspondence with BRG team regarding the same (.1). | 7.60 |
| 01/06/20 | MRR | Monitor docket updates. | 0.20 |
| 01/06/20 | SRA | Call with J. Bain re collateral review (.2); emails re same (.4). | 0.60 |
| 01/06/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.50 |
| 01/07/20 | HAT | Attend meeting with internal team re policy issues and strategy regarding bankruptcy (.5); review materials and follow up correspondence re same (.5); call with internal team re potential federal regulatory review of potential transactions (.5). | 1.50 |
| 01/07/20 | SGD | Participate in internal strategic conference call. | 0.50 |
| 01/07/20 | SGD | Research related to issues concerning filing and acquisition by potential bidders and related communications. | 3.00 |
| 01/07/20 | JRT | Internal communications re DFA bid. | 0.20 |
| 01/07/20 | JRT | Internal meeting re collateral development (.5); communications re outreach to Company (.2); internal conference re antitrust issues (.6). | 1.30 |
| 01/07/20 | PCD | Review draft materials for UCC call on 1/8 (1.2); emails re same (.2). | 1.40 |

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|-------------|-------------|---|--------------|
| 01/07/20 | PCD | Internal emails re sale process (.2); call with M. Lahaie re same (.1). | 0.30 |
| 01/07/20 | EDM | Telephone call with M. Lahaie re DFA bid (.4); telephone call re sales procedures with Debtor (.6). | 1.00 |
| 01/07/20 | LHL | Review labor diligence (2.0); review and comment on case update presentation (2.0). | 4.00 |
| 01/07/20 | JFN | Review comments to bylaws and finalize same (.7); review and comment on 2019 statement (.5); internal email re same (.1); review revised 2019 (.1) and conference with J. Thompson re same (.2); follow up re bylaw modifications (.2); emails with certain committee members re same (.1, .1). | 2.00 |
| 01/07/20 | JFN | Call with Davis Polk re Ryan tax consultant agreements (.4); follow up communications with BRG re same (.1, .1); consider timing related to same (.1); review materials provided related to same (.2). | 0.90 |
| 01/07/20 | JFN | Internal emails re status of committee agenda and items in connection therewith. | 0.20 |
| 01/07/20 | MAL | Call with B. Resnick re DFA bid (.2); emails with cte advisors re same (.4); emails with litigators re potential DFA discovery (.3). | 0.90 |
| 01/07/20 | MAL | Review automatic stay motion (.5) and revise summary re same (.3). | 0.80 |
| 01/07/20 | MAL | Prepare for weekly committee call including review of all advisor materials and draft agenda (2.8); review revised by-laws (.4) and emails with Akin team re same (.3). | 3.50 |
| 01/07/20 | MAL | Review asset sale and antitrust issues (.5); emails re same (.2); call re same with company advisors (.6); review materials for same (.3). | 1.60 |
| 01/07/20 | MAL | Call with P. Dublin re sale process (.1); call with E. McGrady re same (.4). | 0.50 |
| 01/07/20 | MAL | Emails with finance team re lien review status. | 0.30 |
| 01/07/20 | JJI | Review/markup collateral review summary deck. | 0.30 |
| 01/07/20 | JAB | Coordinate with real property team regarding collateral review status and process (.7); prepare summary bullet points regarding process in connection with committee update (.8); email correspondence with working group regarding same (.3). | 1.80 |
| 01/07/20 | SJG | Conduct mortgaged real property review. | 7.60 |
| 01/07/20 | MLB | Prepare analysis of motion to extend automatic stay and recommendation for response to same. | 1.20 |
| 01/07/20 | LML | Review possible 2004 discovery needs. | 0.30 |
| 01/07/20 | DEB | Exchange correspondence with Akin team and advisors re labor matters, committee call agenda, and committee materials (.3); review drafts of committee materials re labor matters, including labor and benefits comments re same (1.0); review debtor responses to labor and benefits requests (.1). | 1.40 |
| 01/07/20 | ADT | Conduct real estate perfection review. | 1.40 |
| 01/07/20 | RK | Review documents related to proposed 2020 STIP and KERP (1.3); emails w/Akin labor and executive compensation teams and BRG re same (.2). | 1.50 |
| 01/07/20 | JAT | Revise summaries of recent pleadings (.8); revise WIP list (.3). | 1.10 |
| 01/07/20 | JAT | Revise committee meeting presentations (3.9); call with S. Alexander re same (.1); call with A. Farovitch re same (.1); prep for committee call (.8); revise 2019 statement (.6); discuss with J. Newdeck (.2). | 5.70 |
| 01/07/20 | MGR | Proof BRG's presentation for committee meeting. | 1.50 |
| 01/07/20 | MGR | Correspond with J. Thompson and P. Chen re task list updates (.1); update task list (.3); circulate updated task list (.1); draft information protocol motion (1.4). | 1.90 |

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| 01/07/20 | AMA | Review and revise employee portion of BRG deck in connection with UCC call (3.5); emails and telephone calls with BRG (.8) and Akin (1.2) teams regarding same; review underlying documents in connection with same (1.4). | 6.90 |
| 01/07/20 | ASF | Continued diligence regarding the Debtors' compensation programs (.7); review BRG team proposed deck re Debtors' proposed incentive and retention programs (2.6); revise same (3.0), conference with Akin Gump team regarding the same (1.2) and call with BRG team regarding the same (.8). | 8.30 |
| 01/07/20 | MRR | Conduct docket update. | 0.20 |
| 01/07/20 | SRA | Draft Collateral Review Slides (1.5); review timeline for objections (.2). | 1.70 |
| 01/07/20 | RCR | Attend internal planning meeting (.5); update matrix of Congressional representation for Dean Foods plant locations (.5). | 1.00 |
| 01/07/20 | JRG | Telephone call with internal team to assess status of bids for Dean Foods assets. | 0.50 |
| 01/07/20 | JRG | Meeting with internal team to discuss strategy (.5); gather intelligence on Dean Foods and Borden bankruptcies (.7); research and begin preparation of paper for use in potential government meetings (.5). | 1.70 |
| 01/08/20 | HAT | Review press/materials re dairy industry developments. | 0.20 |
| 01/08/20 | JRT | Professionals pre-call (.5); committee call (1.0). | 1.50 |
| 01/08/20 | PCD | Prepare for committee call (.3); attend committee call (partial) (1.0); pre-call (.5). | 1.80 |
| 01/08/20 | PCD | Review sale process info (.7); emails re same (.1); call with M. Lahaie re same (.1). | 0.90 |
| 01/08/20 | PCD | Review cash flow update. | 0.60 |
| 01/08/20 | PCD | Review KERP/KEIP info. | 0.40 |
| 01/08/20 | PCD | Confer with I. Dizengoff re recent case issues. | 0.20 |
| 01/08/20 | EDM | Telephone call with committee professionals in preparation for committee call (.5); attend committee call (partial) (.9). | 1.40 |
| 01/08/20 | EDM | Review diligence data room and progress with team re prepetition transactions. | 1.90 |
| 01/08/20 | LHL | Review employee diligence (2.0); review and comment re case update presentation (1.0); email w/ A. Adler re same (.5). | 3.50 |
| 01/08/20 | LHL | Telephone conference w/ Akin, BRG and Miller Buckfire re Committee updates on labor issues (.5); telephone conference w/ UCC, Akin, BRG and Miller Buckfire re same (1.5). | 2.00 |
| 01/08/20 | JFN | Internal communications re chart of final first day orders (.1) and follow up with DP re same (.1). | 0.20 |
| 01/08/20 | JFN | Internal emails re status of sale proposals. | 0.40 |
| 01/08/20 | JFN | Participate in professionals precall (.5); participate in committee call (1.5); various internal emails re status of bylaws and updates to same (.2). | 2.20 |
| 01/08/20 | JFN | Emails with DP re weekly update calls (.1, .1) and follow up internal emails re same (.1). | 0.30 |
| 01/08/20 | MAL | Prepare for (1.5) and participate on committee call (1.5); professionals' precall (.5); related follow-up (.4). | 3.90 |
| 01/08/20 | MAL | Call with lit team re potential DFA discovery (.2); review bid process documents and emails re same (.8). | 1.00 |
| 01/08/20 | MAL | Emails with committee member re vendor payments (.3) and emails with Akin team re same (.2). | 0.50 |
| 01/08/20 | MAL | Review deck on KERP/STIP (.4); emails with Akin team re same (.1). | 0.50 |
| 01/08/20 | MAL | Call with P. Dublin re sale process. | 0.10 |
| 01/08/20 | JJI | Attend UCC meeting (partial). | 1.30 |
| 01/08/20 | JAB | Coordinate real property collateral review matters in connection | 1.80 |

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| | | with Rabobank facility (1.0); review of initial substantive feedback regarding perfection matters (.6); email correspondence with working group regarding same (.2). | |
| 01/08/20 | SJG | Conduct mortgaged real property review. | 7.40 |
| 01/08/20 | RKL | Organize title and survey materials for review. | 0.70 |
| 01/08/20 | MLB | Draft 2004 discovery notice to Debtors (1.2); call with team re same (.2). | 1.40 |
| 01/08/20 | MLB | Prepare for (.2) and participate in professionals call re the status of all pending issues and game plan going forward (.5); prepare for (.2) and participate (.8) in UCC conference re the status of all pending issues and game plan going forward (partial). | 1.70 |
| 01/08/20 | LML | Call with litigation team re possible discovery needs. | 0.20 |
| 01/08/20 | DEB | Review and exchange correspondence with labor team, Akin team, and advisors re committee materials and committee update call (.3); review comments to committee materials and final report (.3); review comments to labor and benefits diligence requests (.1). | 0.70 |
| 01/08/20 | ADT | Conduct mortgage perfection review. | 0.50 |
| 01/08/20 | RK | Emails w/Akin labor and executive compensation teams and BRG re proposed 2020 STIP and KERP. | 0.20 |
| 01/08/20 | AA | Review title related documents. | 1.10 |
| 01/08/20 | PCC | Prepare for Committee call (.3); attend precall (.5); attend Committee call (1.5). | 2.30 |
| 01/08/20 | PCC | Review and summarize other professional fee invoices. | 0.50 |
| 01/08/20 | DP | Work on issues re UCC call follow up. | 1.50 |
| 01/08/20 | JAT | Prep for committee call (1.9); participate in professionals precall (.5); participate in committee call (1.5). | 3.90 |
| 01/08/20 | JAT | Participate in call re 2004 request with litigation team. | 0.20 |
| 01/08/20 | MRG | Prepare for weekly committee call (.7); participate in precall to committee call (.5); participate in weekly committee call (1.5). | 2.70 |
| 01/08/20 | MRG | Participate in internal litigation team call to discuss Rule 2004. | 0.20 |
| 01/08/20 | AMA | Continue reviewing and revising BRG deck regarding proposed compensation plans (.8); review underlying document in connection with same (.3); telephone call with A. Farovitch and L. Leyden regarding same (.5); prepare for UCC call regarding same (1.0). | 2.60 |
| 01/08/20 | AMA | Participate in advisors precall (.5); participate in creditors committee call (1.5). | 2.00 |
| 01/08/20 | ASF | Review of BRG team's revised deck regarding Debtors' proposed retention and incentive plans (2.5); conference with A. Adler and L. Leyden regarding the same (.5). | 3.00 |
| 01/08/20 | LEP | Correspond internally regarding Local Rule 2004 discovery requests (.3); draft Rule 2004 discovery requests (1.5). | 1.80 |
| 01/08/20 | MRR | Prepare docket update. | 0.20 |
| 01/08/20 | JRG | Draft outline of policy paper for use in potential government meetings (.2); e-mail internally re (.1). | 0.30 |
| 01/09/20 | SGD | Discussion of multi-employer legislation with government contacts (1.0); email internally re intelligence (.1). | 1.10 |
| 01/09/20 | JRT | Communications re status of bids (.3). | 0.30 |
| 01/09/20 | JRT | Review outline for dairy sector one-pager (.3). | |
| 01/09/20 | JRT | Communications re status of bids. | 0.30 |
| 01/09/20 | PCD | Call with DPW re sale process. | 0.30 |
| 01/09/20 | PCD | Call with M. Lahaie re case update issues (.3); confer with I. Dizengoff re same (.1). | 0.40 |
| 01/09/20 | EDM | Review diligence documents re prepetition transactions. | 3.40 |
| 01/09/20 | LHL | Review employee documents (5.7); telephone conference with A. Adler and A. Farovitch re same (.5). | 6.20 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 01/09/20 | JFN | Various internal emails re 2019 (.1, .1) and review rules re same (.2); review status of finalizing same (.1). | 0.50 |
| 01/09/20 | MAL | Call with HL re DFA bid (1.0); follow-up emails re same (1.0); call with party re potential M&A interest (.6); follow up emails re same (.5); emails re non-core asset sales and review correspondence re same (.3). | 3.40 |
| 01/09/20 | MAL | Review (.2) and comment (.2) on revised 2019; emails with Akin team re same (.2); emails re committee composition (.3). | 0.90 |
| 01/09/20 | MAL | Emails re status of KEIP/STIP negotiations. | 0.30 |
| 01/09/20 | MAL | Call with P. Dublin re case issues. | 0.30 |
| 01/09/20 | JAB | Coordinate real property collateral review (.5); conference with S. Graves and A. Agahzadeh regarding issues presented in review process (.3); review of substantive review summary (.5). | 1.30 |
| 01/09/20 | SJG | Conduct mortgaged real property review (8.1); call with J. Bain and A. Agahzadeh re same (.3). | 8.40 |
| 01/09/20 | RKL | Organize title and survey materials for review. | 2.30 |
| 01/09/20 | LML | Review and revise draft discovery requests (.2); correspond with internal litigation team re same (.2). | 0.40 |
| 01/09/20 | DEB | Exchange correspondence with labor team re labor and benefits diligence (.1); review analysis of labor diligence from I. Forbes (.4); review documents re same (.5). | 1.00 |
| 01/09/20 | ADT | Perform perfection review of mortgage documents. | 2.30 |
| 01/09/20 | RK | Review retention bonus documents in data room (1.3); emails with L. Leyden and I. Forbes re same (.1); conference with I. Forbes re same (.2). | 1.60 |
| 01/09/20 | AA | Attorney conference regarding the title issues (.3); review title related documents (.9). | 1.20 |
| 01/09/20 | DP | Revise draft requests for production re potential bids for assets. | 0.40 |
| 01/09/20 | GJ | Communicate re potential transaction with Akin team (.3); discuss research with M. Khader (.9). | 1.20 |
| 01/09/20 | JAT | Revise 2019 statement (1.5); emails with Akin and committee re same (.4); emails re CCC holdings (.4). | 2.30 |
| 01/09/20 | INF | Review new client documents uploaded to data room (.7) and draft summary of the labor and employment items (.4); conference with R. Klausner re summary (.2); send summary to labor team (.1). | 1.40 |
| 01/09/20 | ALS | Prepare for (.2) and participate in meeting with internal team re status update and diligence overview (1.0); draft public filings timeline (1.4). | 2.60 |
| 01/09/20 | WCP | Participate in meeting with internal corporate team to discuss recent transaction developments and go-forward work streams. | 1.00 |
| 01/09/20 | AMA | Continue reviewing executive compensation/benefits diligence with respect to pre-filing bonus payments, proposed 2020 STIP and proposed KERP (2.0); conference call with A&M, BRG and A. Farovitch regarding same (.7); prepare list of follow up requests in connection with same (.7); email L. Leyden regarding same (.2). | 3.60 |
| 01/09/20 | ASF | Review of updated diligence items related to the Debtors' proposed retention and incentive plans (2.8); conference call with BRG team, Debtors' advisors and A. Adler regarding same (.7); draft additional diligence requests regarding the Debtors' proposed retention and incentive plans (2.2). | 5.70 |
| 01/09/20 | OO | Confer with G. Jindal re matter background (.5), conducting research on potential product overlap and cross ownership (2.1). | 2.60 |
| 01/09/20 | LEP | Draft (3.1) and revise (1.4) Rule 2004 discovery requests for bid documents. | 4.50 |
| 01/09/20 | MRR | Conduct docket update. | 0.20 |
| 01/09/20 | MEK | Discuss process re research with G. Jindal (.9); conduct research re DOJ's analytical framework of industry (1.3). | 2.20 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 01/09/20 | RCR | Research dairy industry history, value of U.S. dairy productions, recent market trends, and dairy industry geographical footprint. | 2.20 |
| 01/10/20 | PCD | Call with DFA and company advisors re sale process (.8); follow-up with I. Wood re same (.3); call with M. Lahaie re sale process issues (.2); emails re same (.1). | 1.40 |
| 01/10/20 | PCD | Call re sale process issues. | 0.20 |
| 01/10/20 | PCD | Emails re lift stay materials. | 0.20 |
| 01/10/20 | EDM | Telephone call with DFA Advisors and Debtors re potential transaction. | 0.80 |
| 01/10/20 | EDM | Review diligence re prepetition transactions. | 2.10 |
| 01/10/20 | LHL | Review employee diligence (3.1); email with A. Adler re employee payments (.6); telephone conference with BRG and Akin re same (.5); review and revise request list re employee payments (1.9); email with J. Im re DIP (.1). | 6.20 |
| 01/10/20 | JFN | Emails with DIP lender advisors (.1) and internally (.1, .1) re professional fees. | 0.30 |
| 01/10/20 | JFN | Emails internally re tax priority issues (.1, .1) and follow up re same (.1). | 0.30 |
| 01/10/20 | MAL | Prepare for (.4) and participate on call re DFA bid (.8); related follow-up including call with P. Dublin (.3); draft letter requesting bid materials and review revisions to same (1.9); call and emails with Akin team re antitrust issues (.3). | 3.70 |
| 01/10/20 | MAL | Call with BRG and Akin team re proposed modifications to STIP/KEIP (.5); emails re same (.2). | 0.70 |
| 01/10/20 | MAL | Review re dairy industry and policy updates (.6); emails re same (.2). | 0.80 |
| 01/10/20 | MAL | Update call with committee member. | 0.40 |
| 01/10/20 | MAL | Review committee expense forms. | 0.20 |
| 01/10/20 | SJG | Conduct mortgaged real property review. | 8.10 |
| 01/10/20 | RKL | Organize title and survey materials for review. | 1.20 |
| 01/10/20 | IW | Call with the Company, DFA and their respective advisors to discuss bid (.8); call with P. Dublin re same (.3); review documents re same (.2). | 0.00 |
| 01/10/20 | LML | Correspond internally re finalized Rule 2004 requests. | 0.50 |
| 01/10/20 | ADT | Conduct real estate mortgage perfection review. | 0.40 |
| 01/10/20 | AA | Review title related documents. | 1.30 |
| 01/10/20 | GJ | Review research concerning analytical framework involving fluid milk, raw milk, and cultured products (.4). | 0.40 |
| 01/10/20 | GJ | Participate in conference call re bid process (1.0). | 1.00 |
| 01/10/20 | JAT | Participate in conference call re bid process. | 0.50 |
| 01/10/20 | JAT | Review and comment on Rule 2004 requests. | 0.50 |
| 01/10/20 | JAT | Revise information protocol motion (1.7); revise WIP (.3); revise (.6) and have filed 2019 statement (.3). | 2.90 |
| 01/10/20 | JAT | Draft letter to DFA re potential bid. | 1.40 |
| 01/10/20 | ALS | Review and summarize virtual data room documents re joint venture transactions (1.2); draft public filings timeline (2.9). | 4.10 |
| 01/10/20 | MRG | Review fee notices (.1); circulate same to internal team (.1). | 0.20 |
| 01/10/20 | AMA | Emails regarding modifications to 2020 STIP and KERP (.5); call with BRG and Akin re same (.5); follow up internally re same (.7); review and revise same (1.7); continue reviewing diligence in connection with same and retention bonuses (1.7). | 5.10 |
| 01/10/20 | ASF | Conference call with Akin team and BRG team regarding proposed modifications to the Debtors' proposed retention and incentive plans (.5); draft list of proposed modifications with respect to the same (3.4); correspondence with Akin team regarding the same (.7). | 4.60 |

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|-------------|-------------|--|--------------|
| 01/10/20 | LEP | Finalize Rule 2004 discovery requests (.3); internal correspondence regarding same (.1). | 0.40 |
| 01/10/20 | MRR | Proofread (.3) and file (.2) 2019 statement. | 0.50 |
| 01/10/20 | MRR | Monitor docket. | 0.20 |
| 01/10/20 | SRA | Research retention/incentive payment availability under the DIP. | 1.20 |
| 01/10/20 | MEK | Call with stakeholders to discuss bid process. | 1.00 |
| 01/11/20 | PCD | Internal emails re KEIP/KERP. | 0.30 |
| 01/11/20 | PCD | Review and comment on letter to DFA re sale process (1.1); emails re same (.1). | 1.20 |
| 01/11/20 | LHL | Email with C. Kearns re employee payments. | 0.30 |
| 01/11/20 | MAL | Review changes to letter re sale documents and emails with Akin team re same. | 0.50 |
| 01/11/20 | JJI | Review/analyze DIP credit agreement (.4); correspondence with Akin team re same (.1). | 0.50 |
| 01/11/20 | JAT | Revise and send letter re potential bid. | 2.30 |
| 01/11/20 | AMA | Correspond with Akin and BRG teams regarding proposed changes to 2020 STIP, KERP and 2020 compensation. | 0.20 |
| 01/11/20 | ASF | Review employee current and proposed compensation (1.9); correspondence with A. Adler regarding the same (.1). | 2.00 |
| 01/12/20 | PCD | Emails with L. Leyden re KEIP/KERP (.2); review materials re same (.4). | 0.60 |
| 01/12/20 | LHL | Email with P. Dublin re employee payments (.2); email with Chris Kearns re same (.2). | 0.40 |
| 01/12/20 | AMA | Continue reviewing diligence related to proposed 2020 STIP and KERP (1.9); emails with Akin team and BRG teams regarding same (.5). | 2.40 |
| 01/12/20 | ASF | Review employee current and proposed compensation (1.2); correspondence with A. Adler regarding the same (.4); correspondence with Akin team and BRG team regarding 2020 short-term incentive plan and key employee retention plan (.9). | 2.50 |
| 01/12/20 | SSM | Review California title commitments against Credit Agreement schedules and existing mortgages to complete a mortgage perfection analysis. | 2.00 |
| 01/13/20 | HAT | Review correspondence and background information re dairy industry (.4); review press re company and sector issues (.6). | 1.00 |
| 01/13/20 | SGD | Research and review materials re sector. | 1.00 |
| 01/13/20 | PCD | Emails re stay relief and related analysis. | 0.30 |
| 01/13/20 | PCD | Internal emails re KEIP/KERP. | 0.20 |
| 01/13/20 | PCD | Internal emails re sale process. | 0.20 |
| 01/13/20 | PCD | Confer with I. Dizengoff re recent case issues. | 0.20 |
| 01/13/20 | EDM | Review diligence for prepetition transactions. | 2.60 |
| 01/13/20 | LHL | Review employment documents (3.5); telephone conference w/ Debtors, Akin and advisors re employee payments (.9). | 4.40 |
| 01/13/20 | JFN | Communications re information protocol motion (.1, .1, .1); review and comment on same (.1, .6). | 1.00 |
| 01/13/20 | JFN | Internal emails re lift stay motions. | 0.10 |
| 01/13/20 | JFN | Review email from BRG re tax consultant. | 0.10 |
| 01/13/20 | JFN | Review internal emails re UST comments to BRG and MB applications (.1, .1). | 0.20 |
| 01/13/20 | JFN | Various internal emails with BRG/MB regarding weekly committee call materials (.1, .1); consider materials needed for committee call (.1). | 0.30 |
| 01/13/20 | MAL | Conference call with Debtors re KERP/STIP. | 0.90 |
| 01/13/20 | MAL | Call and emails re Westchester lift stay (.7) and review documents re same (1.1). | 1.80 |
| 01/13/20 | MAL | Emails re potential purchaser communications (.8); call with potential purchaser (.3). | 1.10 |

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|-------------|-------------|--|--------------|
| 01/13/20 | MAL | Emails re rescheduling committee call. | 0.40 |
| 01/13/20 | MAL | Review and comment on revised EVR retention order. | 0.50 |
| 01/13/20 | SJG | Conduct mortgaged real property review. | 6.80 |
| 01/13/20 | RKL | Organize title and survey materials for review. | 2.70 |
| 01/13/20 | DEB | Conferences with labor team, Akin team and advisors re labor matters (.9); review and exchange correspondence with labor team, Akin team and advisors re labor matters (.3); review labor documents (.4). | 1.60 |
| 01/13/20 | RK | Emails with labor team re proposed 2020 STIP and KERP (.2); prepare for conference call with Akin, advisors and Debtors re proposed 2020 STIP and KERP (.1); conference call with Akin, advisors and Debtors re same (.9); correspond internally re same (.3). | 1.50 |
| 01/13/20 | JAT | Summarize Westchester motion (3.5); conduct research re same (3.8); call with Davis Polk re same (.2); call with M. Lahaie re same (.3); review Westchester objection (.4); draft joinder (.8). | 9.00 |
| 01/13/20 | JAT | Revise Miller Buckfire retention order and compile engagement letter (.9); emails re BRG retention order (.3); revise Evercore retention order (.5). | 1.70 |
| 01/13/20 | JAT | Call with Davis Polk re outstanding motions (.5); Revise info protocol motion (.8). | 1.30 |
| 01/13/20 | INF | Conference call with labor, executive compensation and business teams in regards to company's proposed payment schedule. | 0.90 |
| 01/13/20 | ALS | Draft public filings timeline. | 3.70 |
| 01/13/20 | MRG | Update objection deadlines on calendar. | 0.10 |
| 01/13/20 | MRG | Circulate litigation hold notice and redline to M. Lahaie. | 0.20 |
| 01/13/20 | AMA | Continue reviewing retention bonus/STIP/KERP diligence (1.5); correspond with Akin and BRG teams regarding same (.8); conference call with Akin, advisors and Dean Foods teams regarding same (.9). | 3.20 |
| 01/13/20 | ASF | Conference call with Akin team, Debtors' and advisors regarding the 2020 short-term incentive program and key employee retention program (.9); correspond with BRG team and A. Adler regarding current compensation and proposed compensation (2.0). | 2.90 |
| 01/13/20 | MRR | Conduct docket update (.2); pull information protocol precedent from SD Texas cases (.4). | 0.60 |
| 01/14/20 | HAT | Review press re company and sector. | 0.50 |
| 01/14/20 | JRT | Review media re sector economics (.4); outreach re company policy efforts (.3). | 0.70 |
| 01/14/20 | PCD | Call with DPW re sale process. | 0.40 |
| 01/14/20 | PCD | Emails re lift stay issues. | 0.20 |
| 01/14/20 | PCD | Review status of KEIP/KERP. | 0.20 |
| 01/14/20 | EDM | Multiple conference calls with Debtor's advisors re sale process updates. | 1.90 |
| 01/14/20 | EDM | Review diligence for prepetition transactions. | 1.90 |
| 01/14/20 | LHL | Review employee documents (4.9); email w/ I. Forbes re same (.3). | 5.20 |
| 01/14/20 | JFN | Review and comment on BRG materials for committee (.2, .3); internal communications re same (.1, .1). | 0.70 |
| 01/14/20 | MAL | Review pending motions. | 0.80 |
| 01/14/20 | MAL | Participate on M&A update call (.7); call with potential bidder (.5); call with DPW re sale process (.5). | 1.70 |
| 01/14/20 | MAL | Prepare for committee call including review of materials (1.6) and agenda (.4). | 2.00 |
| 01/14/20 | MAL | Review and comment on lift stay joinder. | 0.70 |
| 01/14/20 | WLG | Conduct mortgage perfection review. | 3.50 |
| 01/14/20 | SJG | Conduct mortgaged real property review. | 5.10 |

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|-------------|-------------|--|--------------|
| 01/14/20 | RKL | Organize title and survey materials for review. | 1.60 |
| 01/14/20 | DEB | Review documents re labor diligence (.5); review and exchange correspondence with Akin team and advisors re labor and benefits diligence (.1) | 0.60 |
| 01/14/20 | ADT | Conduct real estate lien perfection review. | 0.30 |
| 01/14/20 | RK | Emails with Akin team and advisors re retention payment materials (.3); review retention materials uploaded to data room (1.6); correspond with I. Forbes re same (.2). | 2.10 |
| 01/14/20 | PCC | Email J. Thompson and S. Alexander re DIP credit agreement (.2); email M. Lahaie re same (.1); email W&C re same (.1). | 0.40 |
| 01/14/20 | PCC | Revise joinder to Debtors' objection to Westchester lift stay motion. | 1.00 |
| 01/14/20 | PCC | Review and comment on BRG deck for Committee meeting. | 0.50 |
| 01/14/20 | PCC | Coordinate review of invoice for privilege and confidentiality. | 0.30 |
| 01/14/20 | JAT | Revise Westchester summary (.4); call with BRG re status of relief (.2, .1); draft joinder to Westchester objection (2.3); call with M. Lahaie re same (.1). | 3.10 |
| 01/14/20 | JAT | Revise BRG deck (.8, .4); revise MB deck (.3); draft Committee agenda (.8). | 2.30 |
| 01/14/20 | JAT | Revise MB order and engagement letter (.5); revise BRG order and emails with BRG re same (.9). | 1.40 |
| 01/14/20 | JAT | Review invoice for privilege. | 3.20 |
| 01/14/20 | JAT | Call with Paul Weiss re status of case. | 0.20 |
| 01/14/20 | INF | Review recent documents provided by debtor in response to labor and employment due diligence request (2.4 and draft summary re same (2.5); send summary to R. Klausner for review (.1). | 5.00 |
| 01/14/20 | AMA | Emails with Akin and BRG teams regarding proposed KERP and 2020 STIP (.7); review additional diligence in connection with same (1.7); correspond with Akin team and BRG team regarding same (.5). | 2.90 |
| 01/14/20 | ASF | Reviewed diligence uploaded to the virtual data room regarding employee programs (2.9); draft summary regarding the same (2.2). | 5.10 |
| 01/14/20 | MRR | Monitor docket. | 0.20 |
| 01/14/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 2.50 |
| 01/15/20 | HAT | Correspondence and review intelligence materials for next day call with committee. | 0.70 |
| 01/15/20 | SGD | Review intelligence report and related materials. | 1.00 |
| 01/15/20 | PCD | Call with I. Dizengoff re regulatory issues. | 0.20 |
| 01/15/20 | PCD | Call with Miller Buckfire re sale process. | 0.30 |
| 01/15/20 | PCD | Review and comment on KEIP/KERP deck (.3); emails re same (.1). | 0.40 |
| 01/15/20 | PCD | Review and comment on Westchester joinder (.4); emails re same (.1). | 0.50 |
| 01/15/20 | EDM | Review and revise non-reliance letter (.8); review and revise bid procedures (1.7). | 2.50 |
| 01/15/20 | EDM | Conference call re DOJ/HSR review of potential transaction. | 0.50 |
| 01/15/20 | LHL | Review employee data (3.0); telephone conference w/ BRG re employee programs (.3); telephone conference with Akin, advisors and Debtors re same (1.2); review and revise presentation re same (2.0). | 6.50 |
| 01/15/20 | JFN | Review outstanding WIP items and task list (.2, .1); participate in update call with Debtors (.7). | 1.00 |
| 01/15/20 | JFN | Review and comment on non-reliance letter related to shared diligence (.2, .1); internal emails re same (.1, .1). | 0.50 |
| 01/15/20 | MAL | Prepare for (.5) and participate on (.5) call with E. McGrady re potential transaction issues. | 1.00 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
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| 01/15/20 | MAL | Update call with Debtors (.7); review pending motions (1.0). | 1.70 |
| 01/15/20 | MAL | Prepare for committee call including reviewing and commenting on advisor presentations (2.0) and commenting on agenda (.5). | 2.50 |
| 01/15/20 | MAL | Emails re KERP/employee issue. | 0.40 |
| 01/15/20 | MAL | Review revised Westchester joinder. | 0.30 |
| 01/15/20 | JAB | Coordinate real property perfection review (.6); review of multiple email correspondence regarding potential issues in connection with same (.7). | 1.30 |
| 01/15/20 | WLG | Continue mortgage/deed of trust perfection review. | 5.80 |
| 01/15/20 | SJG | Conduct mortgaged real property review. | 3.60 |
| 01/15/20 | RKL | Organize title and survey materials for review. | 3.70 |
| 01/15/20 | DEB | Review labor diligence summary from I. Forbes (.4); review labor documents (.5); conference with Akin team, advisors and debtors re labor matters (1.2); review Debtor response re labor diligence (.4); review and exchange correspondence with labor team and Akin team re labor matters and labor documents (.3); review presentation slides re employee programs, including comments re same (.4); review legal research and analysis re employment matters (.5); review summary of same (.3). | 4.00 |
| 01/15/20 | ADT | Draft mortgage lien perfection summary. | 2.20 |
| 01/15/20 | RK | Review retention documents uploaded to data room (1.4); revise summary of retention documents (1); conference call with Akin, advisors and Debtors re proposed 2020 STIP/KERP (1.2); review legal research re treatment of severance pay and deferred compensation in bankruptcy (1.0). | 4.60 |
| 01/15/20 | PCC | Review fee statement for privilege and confidentiality (2.5); confer with M. Gardiner re same (.3). | 2.80 |
| 01/15/20 | PCC | Review and summarize Nash lift stay and compel motions for analysis and client review. | 2.20 |
| 01/15/20 | DP | Correspondence with restructuring team re response deadlines (.4); conduct research re same (.3). | 0.70 |
| 01/15/20 | GJ | Discuss regulatory research with M. Khader and R. Ojurongbe (.4). | 0.40 |
| 01/15/20 | GJ | Correspond internally re sale process. | 0.80 |
| 01/15/20 | JAT | Revise joinder to Westchester objection (.3, .3, .8) call with DPW re same (.3). | 1.70 |
| 01/15/20 | JAT | Review pending motions and summarize (3.2). | 3.20 |
| 01/15/20 | JAT | Review committee call deck (.4); prep for committee call (1.8); call with BRG re same (.1). | 2.30 |
| 01/15/20 | JAT | Revise BRG and MB retention orders. | 1.50 |
| 01/15/20 | JAT | Review invoice for privilege. | 1.10 |
| 01/15/20 | INF | Review labor and employment diligence summary (.4); send summary to labor team (.1); research in regards to labor and employment questions (2.7); correspond with A. Farovitch and A. Adler re same (.8); correspond with internal team in regards to labor and employment issues (.5); call with Akin, advisors and Debtors in regards to employment issues (1.1). | 5.60 |
| 01/15/20 | MRG | Review invoice for privilege (2.9); confer with P. Chen re same (.3). | 3.20 |
| 01/15/20 | AMA | Continue reviewing additional diligence related to labor and employment matters (1.5); correspond with BRG and Akin teams regarding same (1.0); review proposed KERP and 2020 STIP (1.5); conference call with Akin, advisors and Debtors regarding same (1.1); emails and telephone calls with BRG team regarding same (.7); review draft of update deck for UCC re same (.6); revise same (1.0); correspond with Akin team about compensation (.5). | 7.90 |

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|-------------|-------------|---|--------------|
| 01/15/20 | ASF | Review documents regarding employee payments (2.2); conference call with Akin, Debtors' management and advisors regarding employee payments (1.1); edit powerpoint presentation for Committee regarding same (5.0); correspond with A. Adler regarding the same (.6). | 8.90 |
| 01/15/20 | OO | Confer with G. Jindal and M. Khader re regulatory issues (.4); draft memo re same (5.3). | 5.70 |
| 01/15/20 | MRR | Prepare docket update. | 0.20 |
| 01/15/20 | MRR | Proofread and file joinder to Debtors' objection to Westchester lift stay motion. | 3.00 |
| 01/15/20 | MEK | Discuss process with G. Jindal and O. Ojurongbe (.4); conduct research and draft memo re regulatory issues (4.4). | 4.80 |
| 01/15/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.60 |
| 01/15/20 | JRG | Research dairy policy developments and draft policy paper for use in governmental meetings. | 2.30 |
| 01/16/20 | HAT | Correspondence and prep for calls with professionals and client (.9); precall with professionals (.5); call with committee (1.1). | 2.50 |
| 01/16/20 | SGD | Review intelligence report and related materials. | 1.00 |
| 01/16/20 | JRT | Coordination re weekly policy calls (.4); correspond internally re development of background document (.2). | 0.60 |
| 01/16/20 | PCD | Call with Miller Buckfire re status of sale process and related issues. | 0.40 |
| 01/16/20 | PCD | Call re KEIP/KERP (.2); review materials re same (.2); emails re same (.1). | 0.50 |
| 01/16/20 | PCD | Emails re committee call. | 0.10 |
| 01/16/20 | EDM | Review and revise bid procedures and motion. | 5.60 |
| 01/16/20 | LHL | Review and revise presentation re employee programs (1.8); review data re same (2.9); telephone conference w/ Davis Polk and A. Adler re employee programs (.5). | 5.20 |
| 01/16/20 | LHL | Telephone conference w/ BRG, Akin and MB re case update (.4); telephone conference w/ Akin, BRG, UCC, and MB re same (1.0). | 1.40 |
| 01/16/20 | JFN | Emails with Debtors and UCC professionals re Ryan contracts (.1, .1) and follow up re same (.1). | 0.30 |
| 01/16/20 | JFN | Review UST comments to AG retention (.2, .2); internal communications re same (.2). | 0.60 |
| 01/16/20 | JFN | Participate in precall (.5); participate in committee call (1.1). | 1.60 |
| 01/16/20 | MAL | Prepare for (1.0) and participate on committee call (1.1); professionals precall (.5). | 2.60 |
| 01/16/20 | MAL | Review and comment on KERP materials (.5); emails re status of negotiations (.4). | 0.90 |
| 01/16/20 | MAL | Emails re UST comments on Akin retention order (.5); emails re EVR order comments (.3). | 0.80 |
| 01/16/20 | MAL | Review research re sale issues (.7); emails with Akin team re same (.2); emails and calls re draft bid procedures (.3). | 1.20 |
| 01/16/20 | JAB | Coordinate real property perfection review process (.5); emails with review team regarding same (.3); review of multiple email correspondence in connection with same (.4). | 1.20 |
| 01/16/20 | WLG | Continue mortgage/deed of trust perfection review. | 6.70 |
| 01/16/20 | SJG | Conduct mortgaged real property review. | 8.20 |
| 01/16/20 | MLB | Participate in conference with all professionals re the status of all pending issues and game plan going forward. | 1.60 |
| 01/16/20 | DEB | Review summary of employment data from I. Forbes. | 0.20 |
| 01/16/20 | ADT | Review draft perfection summaries (5.5); emails re same (.3). | 5.80 |
| 01/16/20 | RK | Correspond with I. Forbes re retention documents (.2); review retention pay documents (.5). | 0.70 |
| 01/16/20 | PCC | Email J. Tucker re media and press distribution. | 0.20 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/16/20 | PCC | Review and comment on task list. | 0.10 |
| 01/16/20 | GJ | Participate in conference with counsel for Dean Foods regarding regulatory analysis (.5); revise memorandum describing regulatory issues (1.6); discuss information request and associated research with Akin team (.3). | 2.40 |
| 01/16/20 | JAT | Prep for Committee call (.9); participate in advisors precall (.5); participate in Committee call (1.1). | 2.50 |
| 01/16/20 | JAT | Review invoice for privilege. | 1.20 |
| 01/16/20 | JAT | Review filed orders (.4); revise (.8) and have executed report access letter (.1). | 1.30 |
| 01/16/20 | JAT | Finalize and have filed MB and BRG retention orders (.8); discuss same with M. Reichert (.2). | 1.00 |
| 01/16/20 | INF | Update labor and employment due diligence (1.8); send email summary of relevant information to labor team (.2). | 2.00 |
| 01/16/20 | ALS | Monitor and review uploads to virtual data room (1.1); prepare summary and revise diligence tracker re same (.8). | 1.90 |
| 01/16/20 | MRG | Update task list and case calendar (.2); circulate same (.1). | 0.30 |
| 01/16/20 | AMA | Participate in advisors precall (.5); participate in weekly UCC call (1.1). | 1.60 |
| 01/16/20 | AMA | Continue reviewing diligence related to proposed 2020 STIP and KERP (1.5); review BRG deck in connection with same (1.0); correspond with Akin team and BRG team regarding same (.9); review mark up of same (.9); conference call with L. Leyden and DP team regarding KERP (.5). | 4.80 |
| 01/16/20 | ASF | Edit materials regarding Debtors' employee programs (8.8); correspond with Akin team regarding the same (1.2); correspond with BRG teams regarding the same (.1). | 10.10 |
| 01/16/20 | OO | Correspond with internal team re information request re antitrust concerns for potential transaction (.8); draft memo on potential antitrust doctrine (2.4). | 3.20 |
| 01/16/20 | MRR | Proofread (.3) and file (.2) amended proposed Miller Buckfire and Berkeley retention orders; discuss same with J. Thompson (.2). | 0.70 |
| 01/16/20 | MRR | Conduct docket update. | 0.20 |
| 01/16/20 | MEK | Finalize firm memo (1.8); discuss antitrust theories and additional edits with internal team (.3); conduct research re facts in identified market (1.6). | 3.70 |
| 01/16/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.90 |
| 01/16/20 | JRG | Weekly committee telephone conference call. | 1.10 |
| 01/16/20 | JRG | Finish research and drafting of policy paper for use in potential governmental meetings (3.3); e-mail correspondence with internal team regarding draft policy paper (.1). | 3.40 |
| 01/17/20 | HAT | Review press re company and sector issues (.2); begin review of backgrounder on dairy issues (.3). | 0.50 |
| 01/17/20 | JRT | Review draft one-pager on dairy economics (.4); outreach to Davis Polk re relevant facts (.2). | 0.60 |
| 01/17/20 | LHL | Review information re employee programs (2.2); correspond with Akin team re same (.5); review and revise presentation re same (.9); email with BRG re same (.4). | 4.00 |
| 01/17/20 | JFN | Various internal communications re bylaws (.1, .1). | 0.20 |
| 01/17/20 | MAL | Update calls with bidder's advisors (.5); follow up emails with Akin team re same (.3). | 0.80 |
| 01/17/20 | MAL | Review (.6) and comment (.2) on lift stay motion summary including review of relevant documents. | 0.80 |
| 01/17/20 | MAL | Review revised Akin order and emails re same. | 0.40 |
| 01/17/20 | MAL | Emails re status of lien review and review materials re same (.5); update call with P. Abelson (.3). | 0.80 |

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| 01/17/20 | MAL | Review and comment on KERP materials (.7); emails re same (.3). | 1.00 |
| 01/17/20 | MAL | Emails re 1/22 hearing. | 0.30 |
| 01/17/20 | MAL | Emails re finalizing bylaws. | 0.20 |
| 01/17/20 | MAL | Review (.2) and comment (.2) on information protocol motion. | 0.40 |
| 01/17/20 | JAB | Emails with real property perfection review team regarding review status and process (.5); overview of existing review summary (.5); review and prepare draft revisions to summary update (.5). | 1.50 |
| 01/17/20 | WLG | Continue mortgage/deed of trust perfection review. | 5.90 |
| 01/17/20 | SJG | Conduct mortgaged real property review. | 6.90 |
| 01/17/20 | DEB | Review employment data summary from I. Forbes (.1); review legal research and analysis from I. Forbes employment issues (.7); exchange correspondence with labor team re same (.1). | 0.90 |
| 01/17/20 | ADT | Revise mortgage lien perfection review summary. | 3.40 |
| 01/17/20 | PCC | Email J. Thompson re finalization of Committee bylaws. | 0.20 |
| 01/17/20 | PCC | Review fees and prepare budget estimate per request of A&M (.9); review invoice for privilege and confidentiality (2.3). | 3.20 |
| 01/17/20 | PCC | Email BRG re Nash motions (.1); revise summary of same (.2). | 0.30 |
| 01/17/20 | JAT | Revise Akin retention order (1.1); emails re same (.2). | 1.30 |
| 01/17/20 | JAT | Revise bylaws and emails with J. Newdeck and M. Lahaie re same. | 0.60 |
| 01/17/20 | JAT | Research for Nash motion (1.6); correspond with M. Gardiner re same (.3); call with N. Sokol re same (.2); call with D. Meyer re same (.2). | 2.30 |
| 01/17/20 | JAT | Review and summarize outstanding motions. | 1.40 |
| 01/17/20 | JAT | Revise info protocol motion and emails re same. | 1.60 |
| 01/17/20 | JAT | Revise WIP list. | 0.30 |
| 01/17/20 | INF | Case law research re labor and employment issues (1.8); draft summary re same (.6); send to L. Leyden and labor team (.1). | 2.50 |
| 01/17/20 | MRG | Research issues re Nash Dairy motion to lift automatic stay (.9); correspond internally re same (.3). | 1.20 |
| 01/17/20 | AMA | Review revised draft of BRG deck regarding proposed 2020 STIP and KERP (.7), revise same (3.3); review diligence in connection with same (1.4); review responses to proposed modifications of same (.8); emails regarding deferred compensation plans (.3). | 6.50 |
| 01/17/20 | ASF | Call with BRG team regarding Debtors' proposed employee programs (.3); revise powerpoint presentation to Committee regarding the same (9.8); email Akin team regarding the same (.8). | 10.90 |
| 01/17/20 | OO | Research and draft diligence request re regulatory issues (1.5); confer with M. Khader re same (.5). | 2.00 |
| 01/17/20 | MRR | Conduct docket update. | 0.30 |
| 01/17/20 | SSM | Review California, North Carolina and Colorado mortgages against title commitments and credit report schedules (2.3); populate mortgage perfection analysis chart for the same (1.9). | 4.20 |
| 01/17/20 | SRA | Update Collateral review slides re lender update | 0.50 |
| 01/17/20 | MEK | Discuss (.5) and conduct (1.6) research re analytical framework of markets and draft information request for client (.7). | 2.80 |
| 01/18/20 | LHL | Revise presentation re employee programs (1.3); correspond internally re same (.2). | 1.50 |
| 01/18/20 | AA | Review title related documents. | 1.60 |
| 01/18/20 | AMA | Review and revise BRG deck regarding proposed employee programs (2.4); review underlying documents and diligence in connection with same (1.6); correspond with Akin team regarding same (1.7). | 5.70 |
| 01/18/20 | ASF | Correspond with Akin team regarding revised powerpoint presentation to Committee with respect to Debtors' proposed employee programs (1.7); revise powerpoint presentation to Committee with respect to Debtors' proposed employee programs | 6.30 |

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| | | (3.5); review BRG team's comments with respect to the same (1.1). | |
| 01/19/20 | PCD | Review presentation re KEIP/KERP. | 0.20 |
| 01/19/20 | PCD | Emails re sale process issues. | 0.20 |
| 01/19/20 | LHL | Correspond with A. Adler re employee program presentation. | 0.50 |
| 01/19/20 | MAL | Review revised BRG deck on employment issues (.7); emails with Akin team re same (.3). | 1.00 |
| 01/19/20 | MAL | Emails re omnibus hearing. | 0.20 |
| 01/19/20 | MAL | Review and comment on revised Nash summary. | 0.20 |
| 01/19/20 | JAT | Review emails re status of motions and summaries for same. | 1.50 |
| 01/19/20 | JAT | Review hearing transcripts. | 0.80 |
| 01/19/20 | AMA | Continue reviewing and revising BRG deck on proposed employee programs (1.3); correspond with Akin team and BRG team regarding same (.3); review draft motion regarding same (1.9); emails with Akin team regarding same (.5); review underlying diligence in connection with same (.6). | 4.60 |
| 01/19/20 | ASF | Revise presentation to Committee regarding employee programs (.8); review BRG team's revisions with respect to the same (.4); review Debtors' draft motion and order regarding proposed employee programs (4.0). | 5.20 |
| 01/20/20 | PCD | Call with DPW re sale process (.8); review materials re same (.2); emails re sale issues (.1). | 1.10 |
| 01/20/20 | LHL | Review motion re employee programs (2.1); correspond with Akin team re same (.3); revise employee programs motion (1.3). | 3.70 |
| 01/20/20 | MAL | Call with B. Resnick re status of sale discussions (.8); emails re same (.3); call with lit team re same (.3); review materials re same (.6). | 2.00 |
| 01/20/20 | MAL | Internal emails re status of lift stay motions. | 0.30 |
| 01/20/20 | MLB | Revise notice of 2004 discovery requests and exhibits (1.0); call with L. Lawrence and M. Lahaie re same (.3). | 1.30 |
| 01/20/20 | LML | Confer internally re case status and potential discovery needs (.3); follow up communications re same (.3). | 0.60 |
| 01/20/20 | AA | Review mortgage documents. | 1.60 |
| 01/20/20 | PCC | Correspond with M. Lahaie and J. Thompson re sale issues. | 0.20 |
| 01/20/20 | INF | Perform case law research re labor and employment issues (3.7); draft summary and send to L. Leyden and Labor team (2.3). | 6.00 |
| 01/20/20 | AMA | Continue reviewing draft motion regarding 2020 STIP and KERP (3.3); review and revise mark up of same (3.8); communicate with A. Farovitch re same (1.5); review proposed modifications, underlying diligence and proposed terms of plans in connection with same (1.4). | 10.00 |
| 01/20/20 | ASF | Review Debtors' draft motion and order regarding proposed employee programs (3.0); edit same (5.0); correspond internally regarding the same (1.5); correspond with BRG team regarding the same (.2). | 9.70 |
| 01/20/20 | SSM | Continue mortgage perfection review of real properties located in North Carolina and Colorado (.4); draft chart outlining the same (.7). | 1.10 |
| 01/21/20 | HAT | Review press and updates re company and sector issues. | 0.30 |
| 01/21/20 | SGD | Review report and memos on regulatory issues. | 1.60 |
| 01/21/20 | PCD | Call with M. Lahaie re sale process and related issues (.3); call with company re same (.5); follow-up call with UCC advisors re same and related issues (.4). | 1.20 |
| 01/21/20 | PCD | Emails re KEIP/KERP motion and related issues. | 0.20 |
| 01/21/20 | PCD | Emails re business plan meetings. | 0.20 |
| 01/21/20 | PCD | Review UST comments to retention applications (.2); emails re same (.1). | 0.30 |

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| 01/21/20 | EDM | Call with company re sale process (.5); follow up call with committee advisors re same (.4); consider materials and further correspondence with advisors re same (1.2). | 2.10 |
| 01/21/20 | EDM | Review pending motions (.8); attend internal update call (.5). | 1.30 |
| 01/21/20 | EDM | Conduct due diligence on transaction issues. | 1.80 |
| 01/21/20 | LHL | Review and revise KERP and STIP motion (3.5); email internally re same (.5); review data re same (1.0); email with committee re proposed KERP and STIP (.2). | 5.20 |
| 01/21/20 | JFN | Review task list and upcoming dates (.2); internal emails re same (.1, .1); participate in team update call (.5); review upcoming issues related to same (.2); various emails re information protocol motion (.2). | 1.30 |
| 01/21/20 | JFN | Internal emails re proposed KERP/STIP and motion (.4); review and comment on KEIP motion (.8); follow up internally re same (.1, .1). | 1.40 |
| 01/21/20 | JFN | Various internal emails re equipment lease motion. | 0.30 |
| 01/21/20 | MAL | Call with company, UCC advisors re M&A process (.5); call with UCC advisors re same (.4); emails with Akin, MB, BRG teams re same (.6); review and comment on 2004 requests (.8); confer with P. Dublin re status of sale process (.3). | 2.60 |
| 01/21/20 | MAL | Call with W&C re investigation status and related follow-up (.5); prep for same (.3). | 0.80 |
| 01/21/20 | MAL | Participate in Akin team meeting (.5); review materials for same (.3). | 0.80 |
| 01/21/20 | MAL | Prepare for committee call including review of presentation materials, agenda. | 1.50 |
| 01/21/20 | MAL | Review and comment on KERP/STIP motion (1.5); emails with Akin team re same (.5). | 2.00 |
| 01/21/20 | MAL | Emails re Akin fee estimates. | 0.40 |
| 01/21/20 | WLG | Continue mortgage perfection review. | 1.10 |
| 01/21/20 | SJG | Conduct mortgaged real property review. | 7.70 |
| 01/21/20 | MLB | Draft 2004 discovery requests. | 0.60 |
| 01/21/20 | LML | Resolve issues re possible 2004 discovery requests. | 0.30 |
| 01/21/20 | DEB | Email L. Leyden re labor matters and Debtors' motion re same. | 0.20 |
| 01/21/20 | ADT | Review mortgage documents in connection with perfection review. | 2.60 |
| 01/21/20 | AA | Review title related documents. | 1.30 |
| 01/21/20 | PCC | Attend Akin team call re status of tasks. | 0.50 |
| 01/21/20 | PCC | Review and summarize pleadings re motion to extend automatic stay. | 0.50 |
| 01/21/20 | PCC | Prepare for Committee call (.4); review BRG deck re same (.2). | 0.60 |
| 01/21/20 | PCC | Attend call with W&C re collateral review and investigation. | 0.10 |
| 01/21/20 | PCC | Draft summary of omnibus contract rejection motion. | 1.30 |
| 01/21/20 | PCC | Review rolling stock leases motion (2.1); communications from BRG re same (.6). | 2.70 |
| 01/21/20 | DP | Attend call with Akin FR and Akin Lit re current workstreams. | 0.50 |
| 01/21/20 | DP | Research procedural issues re Rule 2004 examinations (2.2); revise draft Rule 2004 document requests based on said research (.6); revise draft Rule 2004 document requests based on comments by Akin Lit (.4); emails with Akin Lit re same (.3); emails with Akin FR re same (.1). | 3.60 |
| 01/21/20 | GJ | Internal correspondence regarding exchange of information and bid process. | 1.30 |
| 01/21/20 | JAT | Update WIP (.3); update calendar (.2); correspond internally re case updates (.9); participate in call with Akin team (.5). | 1.90 |
| 01/21/20 | JAT | Participate in call with the Company re status of potential bid (.5); review emails re 2004 request (.2); review examples of same (.3). | 1.00 |

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| 01/21/20 | JAT | Review emails re Akin retention order (.4); emails re MB retention order (.2). | 0.60 |
| 01/21/20 | JAT | Prep for Committee meeting (1.1); revise advisors' meeting materials (.6). | 1.70 |
| 01/21/20 | MRG | Coordinate logistics for weekly committee call. | 0.20 |
| 01/21/20 | WCP | Prepare for (.6) and participate in call regarding transaction developments with UCC advisors (.3). | 0.90 |
| 01/21/20 | AMA | Continue reviewing STIP and KERP motion (4.5); emails (1.0) and conferences (1.5) with Akin and BRG teams in connection with same; review underlying diligence in connection with same (1.1). | 8.10 |
| 01/21/20 | ASF | Conference with Akin and (1.5) BRG team regarding Debtors' draft motion and order regarding proposed employee programs (1.5); further review Debtors' draft motion and order regarding proposed employee programs (9.0). | 12.00 |
| 01/21/20 | OO | Review data room documents and analyzed potential transaction. | 1.20 |
| 01/21/20 | LEP | Dean Foods team update call. | 0.50 |
| 01/21/20 | MRR | Proofread and file proposed Akin retention order. | 0.50 |
| 01/21/20 | SSM | Complete mortgage perfection review of real properties located in North Carolina and Colorado. | 1.50 |
| 01/21/20 | MEK | Conduct high level review of documents in data room to identify and evaluate regulatory considerations. | 1.30 |
| 01/21/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.60 |
| 01/22/20 | HAT | Attend committee call. | 1.20 |
| 01/22/20 | HAT | Review press re company and sector issues. | 0.30 |
| 01/22/20 | SGD | Review report on coverage on Dean and dairy developments. | 0.30 |
| 01/22/20 | JRT | Prepare for Committee call (.4); client status call (1.2). | 1.50 |
| 01/22/20 | PCD | Review materials in preparation for Committee call (.6); attend committee precall (.5); attend committee call (1.2). | 2.30 |
| 01/22/20 | PCD | Call with Committee advisors re sale process (1.1); review and revise letter re info request (.4); emails re same (.1); call re discovery for sale process (.4). | 2.00 |
| 01/22/20 | PCD | Review motion re KEIP/KERP (.2); emails re same (.1). | 0.30 |
| 01/22/20 | EDM | Attend update call with committee professionals re sales process and open issues (partial). | 0.70 |
| 01/22/20 | EDM | Attend Committee call (1.2); attend pre-call (.5). | 1.70 |
| 01/22/20 | LHL | Review and revise KERP and STIP motion (1.0); email internally re same (.5). | 1.50 |
| 01/22/20 | LHL | Telephone conference with Akin, MB and BRG re committee update (partial) (.4); telephone conference with UCC, Akin, MB and BRG re same (1.2). | 1.60 |
| 01/22/20 | JFN | Attend professional precall (.5); committee call (1.2). | 1.70 |
| 01/22/20 | JFN | Review and comment on equipment lease motion (.4); internal emails re same (.1, .1). | 0.60 |
| 01/22/20 | MAL | Call re sale process with company, UCC advisors (.5); call with B. Resnick re same (.4); related follow up with Akin team (.2); call with UCC advisors re 2004 requests (1.1); review materials re same (.4); review and comment on same (.6); review and comment on letter to debtors re bid materials (.9); follow-up emails re same (.3). | 4.40 |
| 01/22/20 | MAL | Prepare for committee call (1.0); participate on committee call (1.2) and professionals precall (.5). | 2.70 |
| 01/22/20 | MAL | Update call with DPW (.3); emails with Akin team re pending matters (.2). | 0.50 |
| 01/22/20 | MAL | Emails with UCC advisors re KERP/STIP Motion and status re same. | 1.00 |

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| 01/22/20 | JAB | Conference with S. Graves re status of perfection review (.5); review of summary and issues presented by same (1.0). | 1.50 |
| 01/22/20 | WLG | Continue mortgage perfection review. | 2.10 |
| 01/22/20 | SJG | Conduct mortgaged real property review (4.4); confer with J. Bain re same (.5). | 4.90 |
| 01/22/20 | MLB | Participate in all professionals pre-call (.5); participate in Committee call (1.2). | 1.70 |
| 01/22/20 | IW | Participate in conference call with Company counsel to discuss ongoing sale process and bidders, including status thereof. | 0.00 |
| 01/22/20 | LML | Attend weekly advisors call re case status and strategy (.5); work on follow up re same (.5); attend weekly Committee call (1.2). | 2.20 |
| 01/22/20 | LML | Consider possible 2004 discovery requests to the Debtors. | 0.40 |
| 01/22/20 | DEB | Review STIP and KERP. | 1.30 |
| 01/22/20 | ADT | Draft mortgage perfection review summary. | 2.80 |
| 01/22/20 | PCC | Prepare for Committee call (1.3); attend precall (.5); attend Committee call (1.2). | 3.00 |
| 01/22/20 | PCC | Email J. Thompson and BRG re rolling stock leases motion. | 0.30 |
| 01/22/20 | PCC | Review invoice for privilege and confidentiality. | 1.90 |
| 01/22/20 | DP | Attend call with UCC advisors re sales process (1.1); attend call with the Debtors re same (.3); revise draft Rule 2004 document requests to the Debtors (1.6); emails with L. Lawrence re same (.1); revise Rule 2004 document requests re comments by L. Lawrence (.2); review correspondence with the Debtors re said document requests (.1); revise Rule 2004 document requests to the Debtors re comments by Akin FR (.8); emails with Akin FR re same (.2); revise Rule 2004 document requests to the Debtors re comments by M. Lahaie (.3). | 4.70 |
| 01/22/20 | DP | Attend committee call (1.2); attend professionals pre-call (.5). | 1.70 |
| 01/22/20 | GJ | Review and edit regulatory memo cover email. | 0.40 |
| 01/22/20 | JAT | Participate in call re potential sale transaction (1.1); draft letter requesting info for same (.8, .4, .5); revise 2004 request (.5). | 3.30 |
| 01/22/20 | JAT | Prep for committee call (1.1); call with M. Lahaie re same (.1); participate in advisors precall (.5); participate in committee call (1.2). | 2.90 |
| 01/22/20 | JAT | Review invoice for privilege. | 3.10 |
| 01/22/20 | JAT | Review emails re MB retention order (.3); call with T. Labuda re same (.2); call with Norton Rose re same (.4). | 0.90 |
| 01/22/20 | JAT | Review emails re Debtor motions and summaries for same (.5); call with DPW re status of outstanding motions (.3). | 0.80 |
| 01/22/20 | ALS | Meet with internal team re diligence process (.4); review virtual data room re same (.9); prepare summary re same (.6). | 1.90 |
| 01/22/20 | ALS | Prepare for and participate in meeting re sale status update (.3). | 0.30 |
| 01/22/20 | WCP | Participate in weekly Akin team update call regarding transaction developments (.4); participate in weekly call regarding transaction developments (.3). | 0.70 |
| 01/22/20 | WCP | Participate in weekly Akin team update call regarding transaction developments (.4); participate in weekly call regarding transaction developments (.3). | 0.50 |
| 01/22/20 | AMA | Draft and review correspondence with opposing counsel related to title report diligence (.5). Emails (.4) with Akin team regarding draft motion regarding 2020 STIP and KERP; review mark up of same (1). | 1.40 |
| 01/22/20 | AMA | Participate in advisors precall (.5); participate in UCC call (1.2). | 1.70 |
| 01/22/20 | ASF | Revise Debtors' draft motion and order regarding proposed | 4.50 |

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| | | employee programs (3.2); correspondence with Akin team regarding the same (1.3). | |
| 01/22/20 | OO | Review client data room documents and analyz potential deal. | 1.20 |
| 01/22/20 | MRR | Conduct docket update. | 0.20 |
| 01/22/20 | JBL | Email correspondence with A. Oelz regarding environmental diligence summary (.2); begin to review of new documents added to data room in response to diligence requests (.3). | 0.50 |
| 01/22/20 | MEK | Draft cover email for regulatory memo (.8); review materials and data from data room to evaluate facts and to draft report of findings and updated information request (4.3). | 5.10 |
| 01/22/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.60 |
| 01/23/20 | SGD | Review report on industry developments. | 0.30 |
| 01/23/20 | JRT | Review press clips (.2); review one pager draft (.4). | 0.60 |
| 01/23/20 | PCD | Call with M. Lahaie re sale process issues (.2); review and comment on 2004 draft (.4); emails re access to info re sale (.1). | 0.70 |
| 01/23/20 | PCD | Confer with M. Lahaie re KEIP/KERP motion. | 0.20 |
| 01/23/20 | EDM | Review and revise KERP stipulation. | 1.20 |
| 01/23/20 | LHL | Review revised motion, waivers and supporting documentation (4.0); email w/A. Adler and M. Lahaie re same (.5); telephone conference w/ Akin and Davis Polk re same (.5). | 5.00 |
| 01/23/20 | JFN | Review KEIP issues (.3) and participate in call re same (.6). | 0.90 |
| 01/23/20 | MAL | Call with DPW, Akin re KERP/STIP motion (.5) and related follow-up (.5); confer with P. Dublin re same (.2); review and comment on revisions to same (2.0); emails with Akin team re same and process issues (.9); emails with DPW team re same (.5); emails with UCC members re same (.3). | 4.90 |
| 01/23/20 | MAL | Review and comment on revised 2004 and review revisions to same (1.9); call and emails with DPW, Akin teams re same (.9). | 2.80 |
| 01/23/20 | MAL | Call with P. Dublin re sale process. | 0.20 |
| 01/23/20 | WLG | Continue mortgage perfection review. | 3.70 |
| 01/23/20 | SJG | Conduct mortgaged real property review. | 4.50 |
| 01/23/20 | LML | Review and revise Rule 2004 document requests (.2); review and analyze updates re same (.2). | 0.40 |
| 01/23/20 | DEB | Review diligence documents re labor and pension matters (.4); review correspondence and analysis from R. Klausner re same (.1). | 0.50 |
| 01/23/20 | ADT | Review mortgage documents for perfection review. | 2.40 |
| 01/23/20 | RK | Review labor and pension documents in data room (.8); emails with D. Busching re same (.2). | 1.00 |
| 01/23/20 | PCC | Call with J. Thompson and M. Gardiner re case issues and task list (.4); revise task list (.1). | 0.50 |
| 01/23/20 | PCC | Call with unsecured creditor re creditor and case issues (.2); email M. Lahaie re same (.1). | 0.30 |
| 01/23/20 | PCC | Email BRG re rolling stock leases motion. | 0.10 |
| 01/23/20 | PCC | Review fee statement for privilege and confidentiality. | 6.00 |
| 01/23/20 | DP | Analyze procedural issues re Rule 2004 discovery re third party bid (.3); research said issues (.3); gather sample pleadings re Rule 2004 enforcement (.2); research issues re Rule 2004 enforcement (2.6); revise Rule 2004 discovery requests re third party bid (.9); call with J. Thompson re same (.2). | 4.50 |
| 01/23/20 | DP | Analyze case pleadings re prepetition transactions. | 1.30 |
| 01/23/20 | JAT | Participate in Akin team call (.4); revise task list (.2). | 0.60 |
| 01/23/20 | JAT | Review emails re KERP (.3); participate in call with DPW and Akin re same (.5); emails with Akin team re same (.5). | 1.30 |
| 01/23/20 | JAT | Pull bar date precedent (.5); comment on bar date motion (2.6). | 3.10 |
| 01/23/20 | JAT | Draft 2004 reply (.6); emails re same (.4) call with D. Park re | 1.20 |

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| | | same (.2). | |
| 01/23/20 | JAT | Emails re MB retention (.3); review BRG supplemental (.8). | 1.10 |
| 01/23/20 | JAT | Revise committee expense forms. | 1.10 |
| 01/23/20 | MRG | Review and circulate docket updates (.3); update case calendar (.2); update task list (.2); circulate same (.1); call with P. Chen and J. Thompson to discuss case updates (.4). | 1.20 |
| 01/23/20 | MRG | Review debtors' application to retain Deloitte (.5); summarize same (.3). | 0.80 |
| 01/23/20 | MRG | Organize monthly fee statement expense forms and receipts. | 0.20 |
| 01/23/20 | WCP | Review datasite documents and respond to internal question regarding follow up diligence request responses and month end settlement documents. | 0.60 |
| 01/23/20 | AMA | Correspond with Akin team regarding draft 2020 STIP and KERP motion (.8); review revised draft of same (2.0); conference call with DPW and Akin regarding same (.5); review further revised draft of same and other related documents (3.3). | 6.60 |
| 01/23/20 | ASF | Review Debtors' revised draft of employee programs motion (2.6); call with Debtors' counsel and Akin regarding the same (.5); review other documents in connection with proposed employee programs (1.7). | 4.80 |
| 01/23/20 | MRR | Prepare docket update. | 0.30 |
| 01/23/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.50 |
| 01/23/20 | JRG | E-mail correspondence internally concerning draft policy paper for use in governmental meetings. | 0.10 |
| 01/24/20 | HAT | Review press and background on company and sector. | 0.70 |
| 01/24/20 | PCD | Call with BRG and MB re sale process (.7); review and comment on 2004 (.6); emails re same (.2). | 1.50 |
| 01/24/20 | EDM | Attend update call with Committee professionals on sales process. | 0.70 |
| 01/24/20 | LHL | Review and comment re employee program motion and supporting documents (4.0); email internally re same (.5); telephone conference with UCC member re same (.4). | 4.90 |
| 01/24/20 | MAL | Emails (1.2) and call (.6) with A. Adler to finalize KERP/STIP documents; call with Debtors re same (.7); continue analysis and input on same (1.0). | 3.50 |
| 01/24/20 | MAL | Emails re status of prepetition investigation. | 0.50 |
| 01/24/20 | MAL | Emails (.9) and calls (.7, .4) with DPW and Akin teams re 2004 request for bid documents; update emails with the UCC re same (.5); review revisions to same (.3); call with W&C and PW re same (.9). | 3.70 |
| 01/24/20 | MAL | Update call with UCC advisors (.5); review summary email re same (.5); review changes to info protocol motion (.2). | 1.20 |
| 01/24/20 | JAB | Email correspondence with Akin real estate team regarding mortgage perfection review. | 0.30 |
| 01/24/20 | WLG | Continue mortgage perfection review. | 6.50 |
| 01/24/20 | SJG | Conduct mortgaged real property review. | 3.50 |
| 01/24/20 | MLB | Review 2004 discovery requests (1.7); analyze options re potential motion to compel (1.8). | 3.50 |
| 01/24/20 | LML | Review issues re discovery requests and possible hearing in connection with same. | 0.30 |
| 01/24/20 | AA | Review title related documents with respect to real properties. | 1.20 |
| 01/24/20 | PCC | Call with R. Wright re rolling stock leases motion (.4); email M. Lahaie re same (.4); email N. Sokol re same (.2). | 1.00 |
| 01/24/20 | PCC | Update correspondence and addresses tracker (.3); attend advisors call re case issues (.5). | 0.80 |
| 01/24/20 | PCC | Review invoice for privilege and confidentiality. | 4.40 |
| 01/24/20 | DP | Research procedural issues re Rule 2004 enforcement (.8); analyze | 3.30 |

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| | | said research (.2); email team re Rule 2004 enforcement (.4); finalize Rule 2004 notice and request for filing (.5); file said notice and request (.1); revise draft pleading re Rule 2004 enforcement (1.3). | |
| 01/24/20 | DP | Draft prepetition investigation discovery requests. | 0.60 |
| 01/24/20 | JAT | Participate in advisors update call on meeting with company (.5); emails re same (.3); review comments to information protocol motion, proof and have filed (1.8); review emails re status of various motions (.5). | 3.10 |
| 01/24/20 | JAT | Draft 2004 reply (3.1); emails re same (.4). | 3.50 |
| 01/24/20 | JAT | Revise Deloitte summary (.4); emails re MB retention order (.2). | 0.60 |
| 01/24/20 | JAT | Review and respond to emails re KERP motion. | 0.60 |
| 01/24/20 | MRG | Summarize Deloitte retention application. | 0.60 |
| 01/24/20 | MRG | Draft Akin December fee statement. | 0.80 |
| 01/24/20 | MRG | Update task list (.1); circulate same (.1). | 0.20 |
| 01/24/20 | WCP | Participate in advisors update call related to potential transaction. | 0.50 |
| 01/24/20 | AMA | Review revised drafts of motion regarding KERP and 2020 STIP (4.6) and emails regarding same (1.2); call with M. Lahaie re same (.6); conference with Debtors re same (.7); calls with Committee members re same (.4, .5). | 9.00 |
| 01/24/20 | ASF | Review Debtors' exhibits attached to draft KERP/STIP motion (2.2); draft email summary with respect to the same (.8); review further revised draft of Debtor's motion regarding same (3.6); mark up the same (2.9); correspondence with Akin team regarding the same (1.8); conference call with Debtors' counsel regarding the same (.7). | 12.00 |
| 01/24/20 | MRR | Proofread (1.1) and file (.2) committee information protocol motion. | 1.30 |
| 01/24/20 | JBL | Conference with D. Quigley regarding new documents to data room and next steps. | 0.20 |
| 01/25/20 | WLG | Continue mortgage perfection review. | 3.90 |
| 01/26/20 | MLB | Draft potential motion to compel. | 1.00 |
| 01/26/20 | LML | Review and revise 2004 reply. | 0.60 |
| 01/26/20 | DP | Emails with Akin FR and Akin Lit re Rule 2004 enforcement (.2); revise draft pleading re Rule 2004 enforcement (4.7); research issues re Rule 2004 enforcement (3.1); revise said pleading re comments by Akin Lit (.4). | 8.40 |
| 01/26/20 | ASF | Review (.4) and email (.2) Akin team re Debtors' proposed employee programs. | 0.60 |
| 01/27/20 | HAT | Review press re company and sector issues (.7); correspondence with internal team re same (.3). | 1.00 |
| 01/27/20 | SGD | Correspond with internal team re state issues. | 0.30 |
| 01/27/20 | JRT | Review article on state dairy issues (.3); internal communication re states and local counsel (.3). | 0.60 |
| 01/27/20 | PCD | Call with DPW re sale process and 2004 (.7); emails re same (.1). | 0.80 |
| 01/27/20 | PCD | Call with litigation team re analysis of prepetition transactions. | 0.40 |
| 01/27/20 | EDM | Review summary of antitrust issues in potential sale process. | 0.70 |
| 01/27/20 | LHL | Email internally re employee programs. | 0.50 |
| 01/27/20 | MAL | Review and revise motion to compel and emails re same (3.7); call with DFA advisors re 2004 request (.7); prepare for same (.4); related follow-up (.5); emails with lit team re 2004 process (.5); call with lit team re same (.6); emails with advisors re same (.8); review relevant article and emails re same (.4). | 7.60 |
| 01/27/20 | MAL | Call with lit team re prepetition investigation. | 0.40 |
| 01/27/20 | MAL | Review lobbying form (.2); review and comment on pending motion summaries (.5). | 0.70 |
| 01/27/20 | JAB | Review of updated perfection analysis chart (.6); email | 0.80 |

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| | | correspondence with working group regarding same (.2). | |
| 01/27/20 | SJG | Conduct mortgaged real property review. | 7.10 |
| 01/27/20 | RKL | Organize title and survey materials for review. | 3.70 |
| 01/27/20 | MLB | Revise motion to compel information from Debtor. | 2.30 |
| 01/27/20 | LML | Confer with Akin team re status of discovery and sale efforts (.6); continue to review and revise discovery briefing (.6); address issues re possible hearing on Motion to Compel (.2). | 1.40 |
| 01/27/20 | DEB | Review correspondence from Akin team re labor matters. | 0.10 |
| 01/27/20 | ADT | Draft perfection review summary. | 3.60 |
| 01/27/20 | AA | Review title related documents. | 1.20 |
| 01/27/20 | PCC | Research issues re rolling stock leases motion (1.2); correspond with DPW re same (.9); call with J. Thompson re same (.3). | 2.40 |
| 01/27/20 | DP | Call with the Court's case manager re potential hearing dates (.1); prepare for hearing re Rule 2004 enforcement (.6); draft emergency motion to compel re Rule 2004 requests (3.6); revise said draft re comments by Akin Lit and Akin FR (1.3); research case law re said draft (1.2). | 6.80 |
| 01/27/20 | JAT | Draft bar date summary for Committee meeting (.5); emails re Committee meeting (.4); draft agenda re same (.8); revise deck for same (.5). | 2.20 |
| 01/27/20 | JAT | Review 2004 reply (.5); emails re same (.8); draft insert for same (.9); revise same (.8); draft order for same (1.2); call with Akin team re same (.6); call with D. Park re same (.2). | 5.00 |
| 01/27/20 | JAT | Check status of motions (.3); call with P. Chen re same (.3); call with Davis Polk re same (.3); call with BRG re same (.2); review Alix report (.6). | 1.70 |
| 01/27/20 | MRG | Draft shell for first monthly fee statement (1.1); run redline to fee statement precedent (.1); circulate same to J. Thompson (.1); organize expense forms (.2). | 1.50 |
| 01/27/20 | MRG | Update task list and case calendar (.3); circulate same (.1); circulate calendar updates (.1); organize documents in U:drive (.1). | 0.60 |
| 01/27/20 | MRG | Review motion to assume contracts (.7); summarize same (.4); correspond with advisors re same (.1). | 1.20 |
| 01/27/20 | MRG | Review dairy industry reports. | 0.50 |
| 01/27/20 | MRG | Review fees invoiced by DIP parties. | 0.20 |
| 01/27/20 | AMA | Continue reviewing draft email regarding proposed employee programs (.6); revise same (.8); call with A. Farovitch regarding same (.5) | 1.90 |
| 01/27/20 | ASF | Review draft email regarding Debtors' proposed employee programs (.7); correspondence with Akin team regarding the same (1.0); call with A. Adler regarding the same (.5). | 2.20 |
| 01/27/20 | LEP | Dean Foods Litigation/FR call re investigation of prepetition transactions. | 0.40 |
| 01/27/20 | MRR | Prepare docket update. | 0.30 |
| 01/27/20 | JBL | Review new environmental documents. | 1.00 |
| 01/27/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.90 |
| 01/28/20 | JRT | Review background re potential buyer (.5); correspond internally re same (.3). | 0.80 |
| 01/28/20 | JRT | Review press. | 0.40 |
| 01/28/20 | PCD | Emails re sale materials (.3); review same (.8); call with M. Lahaie re same (.1); review and comment on 2004 motion to compel (.9). | 2.10 |
| 01/28/20 | EDM | Telephone conference with Debtors re sale process (.8); review and revise non-reliance letter for internal reports (.6); review and analyze DFA bid documents (3.6). | 5.00 |
| 01/28/20 | EDM | Telephone conference with Antitrust counsel re potential | 0.80 |

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| | | transactions. | |
| 01/28/20 | LHL | Telephone conference with A. Adler and A. Farovitch re employee programs (.7); review labor diligence (2.7); email w/ I. Forbes re same (.1). | 3.50 |
| 01/28/20 | MAL | Review and comment on pending motion summaries. | 0.40 |
| 01/28/20 | MAL | Prepare for hearing on Rule 2004 issues (.8); review and comment on revised emergency motion to compel (.6); emails re scheduling of calls on DFA bid (.4); update call with company re M&A status (.8); begin review of DFA documents (1.8). | 4.40 |
| 01/28/20 | MAL | Prepare for UCC call including review of materials, agenda. | 1.30 |
| 01/28/20 | MAL | Review and comment on revised litigation hold notice. | 0.30 |
| 01/28/20 | MAL | Emails re antitrust issues (.3); call with Akin team re same (1.0). | 1.30 |
| 01/28/20 | MAL | Call with P. Dublin re sale materials (.1); emails with UCC re 2004 status (.2). | 0.30 |
| 01/28/20 | JAB | Conference with S. Graves in review of perfection review matters (.4); review of updated perfection summary materials (.3). | 0.70 |
| 01/28/20 | WLG | Continue mortgage perfection review. | 2.10 |
| 01/28/20 | SJG | Conduct mortgaged real property review (7.7); confer with J. Bain re same (.4). | 8.10 |
| 01/28/20 | MLB | Call re sale process and discovery with Debtor. | 0.80 |
| 01/28/20 | IW | Participate in call regarding sales process update with Company advisors (partial). | 0.00 |
| 01/28/20 | LML | Draft motion to compel. | 0.40 |
| 01/28/20 | DEB | Review documents re labor diligence, including correspondence from labor team re same. | 0.60 |
| 01/28/20 | RK | Review labor documents in data room (.3); emails internally re same (.3). | 0.60 |
| 01/28/20 | PCC | Summarize rolling stock leases motion (1.7); correspond with R. Wright re same (.2); correspond with J. Thompson re same (.1). | 2.00 |
| 01/28/20 | PCC | Comment on draft fee statement. | 0.20 |
| 01/28/20 | DP | Revise draft emergency motion to compel re Rule 2004 requests (.6); research case law re same (1.0). | 1.60 |
| 01/28/20 | DP | Revise draft litigation hold notice. | 0.40 |
| 01/28/20 | DP | Conduct research for retention applications. | 0.20 |
| 01/28/20 | DP | Review issues re draft document discovery re prepetition transactions. | 0.40 |
| 01/28/20 | GJ | Call re bid by DFA and next steps with internal team. | 0.30 |
| 01/28/20 | GJ | Correspond with counsel for Dean regarding regulatory analysis to date (.4); begin formulating plan for initial antitrust risk (.6). | 1.00 |
| 01/28/20 | JAT | Review and revise fee statement. | 0.80 |
| 01/28/20 | JAT | Call with Debtors re sale process (.8); emails re same (.8). | 1.60 |
| 01/28/20 | JAT | Participate in call re DFA bid issues (.3); review materials re same for chapter 11 considerations (.7). | 1.00 |
| 01/28/20 | JAT | Prep for Committee call (.3); revise decks for same (.7); review and summarize bar date motion for committee call (.8). | 1.80 |
| 01/28/20 | JAT | Review summary of extension motion (.5); review summary of rejection motion (.4). | 0.90 |
| 01/28/20 | JAT | Revise MB retention order and emails re same (1.1); revise BRG supplemental declaration (.3); draft CNOs (.9). | 2.30 |
| 01/28/20 | JAT | Follow up internal call re antitrust. | 0.70 |
| 01/28/20 | INF | Review labor and employment documents (1.3); send summary to L. Leyden, D. Busching, J. Chatalian and E. Field (.5). | 1.80 |
| 01/28/20 | ALS | Draft summary re bid asset purchase agreement. | 4.80 |
| 01/28/20 | MRG | Revise fee statement shell (.2); correspond with J. Thompson and P. Chen re same (.1). | 0.30 |
| 01/28/20 | MRG | Prepare logistics for committee call (.1); edit advisors' presentation materials (.6). | 0.70 |

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| 01/28/20 | MRG | Incorporate edits to litigation hold notice (.1); run redline and circulate same (.1). | 0.20 |
| 01/28/20 | MRG | Edit summary of retention applications and circulate. | 0.10 |
| 01/28/20 | WCP | Review draft non-reliance letter. | 0.70 |
| 01/28/20 | AMA | Telephone call with L. Leyden and A. Farovitch regarding proposed employee programs. | 0.70 |
| 01/28/20 | ASF | Conference call with A. Adler and L. Leyden regarding Debtors' proposed employee programs. | 0.70 |
| 01/28/20 | MRR | Proofread and file MB proposed retention order. | 1.00 |
| 01/28/20 | JBL | Continue review of new environmental documents. | 1.10 |
| 01/28/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.90 |
| 01/29/20 | HAT | Attend call with creditors committee (1.2); follow up re same (.3). | 1.50 |
| 01/29/20 | HAT | Review press re company, sector and emerging state interest in bankruptcy and related dairy issues. | 0.50 |
| 01/29/20 | JRT | Review state industry developments. | 0.40 |
| 01/29/20 | PCD | Review sale materials (1.0); call with DPW re same (1.3); emails re same (.1). | 2.40 |
| 01/29/20 | PCD | Committee precall (.4); Committee call (1.2). | 1.60 |
| 01/29/20 | EDM | Review and analyze DFA Bid documents and revise summary regarding the same (4.0); telephone conference with Debtors professionals regarding the status of the DFA bid process (1.3). | 5.30 |
| 01/29/20 | EDM | Attend committee meeting. | 1.20 |
| 01/29/20 | LHL | Email with BRG re employee matters. | 0.50 |
| 01/29/20 | MAL | Prepare for (1.0) and participate on committee call (1.2); professionals precall (.4); call with J. Thompson re same (.1). | 2.70 |
| 01/29/20 | MAL | Weekly update call with DPW (.3); emails with Akin team re pending matters (.5). | 0.80 |
| 01/29/20 | MAL | Call with company advisors re DFA bid (1.4); prepare for same including review of materials (1.1); related follow-up (.4); emails re scheduling call with DFA (.3). | 3.20 |
| 01/29/20 | MAL | Review BRG supplemental declaration and emails re same. | 0.30 |
| 01/29/20 | JAB | Review of updated perfection review summary. | 0.40 |
| 01/29/20 | WLG | Continue mortgage perfection review. | 6.10 |
| 01/29/20 | SJG | Conduct mortgaged real property review. | 8.40 |
| 01/29/20 | MLB | Call re discovery issues with debtor. | 1.20 |
| 01/29/20 | LML | Review and revise litigation hold notice. | 0.10 |
| 01/29/20 | LML | Review and analyze case updates and updates re discovery efforts. | 0.20 |
| 01/29/20 | DEB | Review correspondence from advisors and L. Leyden re labor and employment matters. | 0.10 |
| 01/29/20 | ADT | Revise mortgage perfection review summary. | 3.20 |
| 01/29/20 | PCC | Prepare for Committee call (.4); attend precall (.4); attend Committee call (1.2). | 2.00 |
| 01/29/20 | PCC | Attend call with Debtors' counsel re sale issues. | 1.30 |
| 01/29/20 | PCC | Draft summary of rolling stock leases motion. | 0.50 |
| 01/29/20 | DP | Attend precall with professionals re Committee call (.4); attend status update call with the Committee (1.2); draft summary of same (.1). | 1.70 |
| 01/29/20 | JAT | Participate in call with Debtors' advisors re sale process (1.3); review emails re sale process (.6). | 1.90 |
| 01/29/20 | JAT | Prep for committee call (.8); participate in professionals precall (.4); participate in committee call (1.2); call with M. Lahaie re same (.1); call with R. Wright re same (.1). | 2.60 |
| 01/29/20 | JAT | Review Nash objection (.4) and draft joinder to same (1.4). | 1.80 |
| 01/29/20 | JAT | Revise BRG supplemental declaration and emails re same. | 0.30 |
| 01/29/20 | JAT | Participate in weekly status call with D. Polk. | 0.30 |
| 01/29/20 | JAT | Review emails re committee member expenses. | 0.30 |

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| 01/29/20 | INF | Correspondence with L. Leyden re labor and employment matters. | 0.20 |
| 01/29/20 | ALS | Draft summary re bid asset purchase agreement. | 3.70 |
| 01/29/20 | MRG | Prepare for committee call (1.7); participate in committee call (1.2) and precall (.4). | 3.30 |
| 01/29/20 | MRG | Revise litigation hold notice (.3); run redlines and circulate same (.1). | 0.40 |
| 01/29/20 | MRG | Organize committee members' expense forms. | 0.40 |
| 01/29/20 | MRG | Call with Debtors, P. Dublin, M. Lahaie, E. McGrady, J. Thompson, P. Chen, and advisors re DFA bid. | 1.30 |
| 01/29/20 | WCP | Review transaction counterparty bid APA and draft summary of potential bid (1.2); review company issue list based on potential transaction counterparty draft APA and draft bullet point summary of issues list for internal team use (.7). | 1.90 |
| 01/29/20 | WCP | Participate in internal team precall related to weekly professionals update call (.5); participate in weekly update call with client and various professionals (1.1). | 1.60 |
| 01/29/20 | OO | Analyze proposed bid documents. | 3.40 |
| 01/29/20 | MRR | Conduct docket update. | 0.20 |
| 01/29/20 | JBL | Review new environmental documents and draft environmental diligence memorandum. | 6.40 |
| 01/29/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.50 |
| 01/30/20 | HAT | Call with company personnel and co-counsel re regulatory issues (.7); review research re same (.4); review press re company and sector issues (.3); discussion with staff re pending issues (.2). | 1.60 |
| 01/30/20 | SGD | Review industry materials. | 0.30 |
| 01/30/20 | JRT | Call with Debtor re regulatory matters (.7); conduct follow up (.5). | 1.20 |
| 01/30/20 | PCD | Emails re sale process issues and related matters. | 0.30 |
| 01/30/20 | PCD | Emails re lift stay issues. | 0.10 |
| 01/30/20 | EDM | Review initial DFA bid and analyze issues re same. | 1.90 |
| 01/30/20 | LHL | Telephone conference with Rick Wright re employee matters. | 0.30 |
| 01/30/20 | MAL | Emails re SOFAs and schedules (.3); related follow-up with Akin team (.2). | 0.50 |
| 01/30/20 | MAL | Prep for call with DFA (.5); emails with advisors re transactional update (.5); emails re relevant retention (.4). | 1.40 |
| 01/30/20 | MAL | Emails re antitrust issue (.2). | |
| 01/30/20 | MAL | Review lift stay joinder and emails re same. | 0.50 |
| 01/30/20 | MAL | Participate on call with company re regulatory affairs. | 0.70 |
| 01/30/20 | MAL | Emails re antitrust issue. | 0.20 |
| 01/30/20 | WLG | Continue mortgage perfection review. | 6.90 |
| 01/30/20 | SJG | Conduct mortgaged real property review (4.2); revise draft of mortgage review (3.1). | 7.30 |
| 01/30/20 | DEB | Review correspondence from advisors re labor and employment matters. | 0.10 |
| 01/30/20 | ADT | Draft mortgage perfection review summary. | 6.80 |
| 01/30/20 | RK | Emails with Akin teams and BRG re labor matters. | 0.10 |
| 01/30/20 | AA | Review title related matters and documents. | 1.40 |
| 01/30/20 | DP | Analyze Debtors' schedules (.3); call with J. Thompson and BRG re same (.2); emails with Akin FR and Akin Lit re same (.1). | 0.60 |
| 01/30/20 | GJ | Outline key analyses to be completed (.4); discuss associated research projects with internal team (.8). | 1.20 |
| 01/30/20 | JAT | Review litigation hold notice and emails re same. | 0.40 |
| 01/30/20 | JAT | Review joinder precedent (.3); revise Nash objection joinder (.5); emails re same (.3). | 1.10 |
| 01/30/20 | JAT | Review business plan. | 0.90 |
| 01/30/20 | JAT | Emails re litigation SOFA (.5); call with D. Park re same (.1); call | 1.50 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | with D. Park and BRG re same (.1); call with DPW re same (.1); review SOFAs (.4); emails re same (.3). | |
| 01/30/20 | AMA | Review labor and employment diligence (2.2); emails with Akin and BRG teams in connection with same (.4). | 2.60 |
| 01/30/20 | OO | Correspond internally re antitrust analysis (.1); analyze potential bidder facts in geographic markets in preparation for potential transaction (4.1); correspond re data for analysis with corporate team (.8). | 5.00 |
| 01/30/20 | MRR | Proofread and file BRG supplemental declaration. | 0.70 |
| 01/30/20 | MRR | Monitor docket. | 0.20 |
| 01/30/20 | JBL | Review new environmental documents and draft environmental diligence memorandum. | 2.50 |
| 01/30/20 | MEK | Discuss with internal team research re regulatory matters. | 0.80 |
| 01/30/20 | RCR | Monitor media coverage of Dean Foods and dairy industry matters. | 0.80 |
| 01/30/20 | JRG | Telephone conference call with Dean Foods and Akin team concerning regulatory matters. | 0.80 |
| 01/31/20 | HAT | Review press re company and sector (.3); comment on memorandum on legal/regulatory issues (.4). | 0.70 |
| 01/31/20 | SGD | Review materials re media coverage of Dean and dairy industry. | 0.20 |
| 01/31/20 | PCD | Precall with committee advisors (.7); call with DFA re sale process (.7). | 1.40 |
| 01/31/20 | EDM | Telephone conference with DFA regarding bid (.7); review diligence information re DFA bid and excluded assets (.9). | 1.60 |
| 01/31/20 | MAL | Review and analyze potential POR issues. | 1.00 |
| 01/31/20 | MAL | Emails with Akin team re pending matters. | 0.50 |
| 01/31/20 | MAL | Prepare for (1.3) and participate on call with DFA advisors re bid (.6); related follow-up (.7); precall with UCC advisors (.8). | 3.40 |
| 01/31/20 | JAB | Review and analysis of final perfection review summary (.8); email correspondence with working group regarding same (.2); coordinate with working group regarding updates to same (.3). | 1.30 |
| 01/31/20 | WLG | Continue mortgage perfection review. | 8.50 |
| 01/31/20 | SJG | Draft and prepare review materials for mortgaged property review (8.5); discuss review revisions with A. Todd (.3). | 8.80 |
| 01/31/20 | ADT | Revise mortgage perfection summary (1.3); discuss with S. Graves (.3). | 1.60 |
| 01/31/20 | GJ | Review data provided by Akin Gump team and suggest refinements. | 0.70 |
| 01/31/20 | JAT | Call with A. Adler re insiders SOFA (.6); emails re same (.2). | 0.80 |
| 01/31/20 | JAT | Review term sheet (.8); review DFA summary (.4); call with Latham re same (.7); precall with Committee advisors (.7). | 2.60 |
| 01/31/20 | JAT | Revise WIP. | 0.20 |
| 01/31/20 | JAT | Review Alix report. | 0.50 |
| 01/31/20 | JAT | Review and circulate Deloitte summary. | 0.20 |
| 01/31/20 | JAT | Review Nash joinder and have filed (.3); correspond internally re same (.1). | 0.40 |
| 01/31/20 | MRG | Update task list (.2); email J. Thompson and P. Chen re same and circulate to team (.1). | 0.30 |
| 01/31/20 | WCP | Participate in call with company and potential transaction counterparty to discuss recent bid. | 1.20 |
| 01/31/20 | AMA | Review issues regarding labor and employment. | 0.70 |
| 01/31/20 | AMA | Call with J. Thompson re SOFAs. | 0.60 |
| 01/31/20 | OO | Analyze geographic markets in preparation for potential transaction. | 2.70 |
| 01/31/20 | MRR | Proofread (.5) and file (.1) joinder to Debtors' objection to Nash motions. | 0.60 |
| 01/31/20 | JBL | Revise draft of environmental documents and draft environmental | 4.50 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|----------------|
| 01/31/20 | RCR | diligence memorandum re additional data. Monitor media coverage of Dean Foods and dairy industry matters. | 0.90 |
| Total Hours | | | <u>1501.50</u> |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| H A TERHUNE | 18.50 | at | \$1055.00 | = | \$19,517.50 |
| S G D'ARCY | 13.10 | at | \$1135.00 | = | \$14,868.50 |
| J R TUCKER | 11.50 | at | \$1115.00 | = | \$12,822.50 |
| P C DUBLIN | 38.40 | at | \$1595.00 | = | \$61,248.00 |
| L H LEYDEN | 91.10 | at | \$1280.00 | = | \$116,608.00 |
| M A LAHAIE | 131.20 | at | \$1350.00 | = | \$177,120.00 |
| J J IM | 7.00 | at | \$1350.00 | = | \$9,450.00 |
| J A BAIN | 16.50 | at | \$1095.00 | = | \$18,067.50 |
| M L BRIMMAGE JR. | 21.30 | at | \$1595.00 | = | \$33,973.50 |
| I WOOD | 0.00 | at | \$0.00 | = | \$0.00 |
| L M LAWRENCE | 8.70 | at | \$1350.00 | = | \$11,745.00 |
| G JINDAL | 11.10 | at | \$1115.00 | = | \$12,376.50 |
| A M ADLER | 115.60 | at | \$1135.00 | = | \$131,206.00 |
| E D MCGRADY | 54.40 | at | \$965.00 | = | \$52,496.00 |
| J F NEWDECK | 29.80 | at | \$1195.00 | = | \$35,611.00 |
| D E BUSCHING | 19.20 | at | \$1025.00 | = | \$19,680.00 |
| A AGAHZADEH | 15.60 | at | \$850.00 | = | \$13,260.00 |
| D S PARK | 42.90 | at | \$960.00 | = | \$41,184.00 |
| R KLAUSNER | 18.90 | at | \$895.00 | = | \$16,915.50 |
| P C CHEN | 49.90 | at | \$775.00 | = | \$38,672.50 |
| J A THOMPSON | 158.20 | at | \$860.00 | = | \$136,052.00 |
| I N FORBES | 29.20 | at | \$565.00 | = | \$16,498.00 |
| A L STEED | 24.10 | at | \$650.00 | = | \$15,665.00 |
| M R GARDINER | 31.90 | at | \$615.00 | = | \$19,618.50 |
| W C PELAK | 9.60 | at | \$895.00 | = | \$8,592.00 |
| A S FAROVITCH | 140.30 | at | \$835.00 | = | \$117,150.50 |
| O OJURONGBE | 27.00 | at | \$535.00 | = | \$14,445.00 |
| E PEEK | 10.80 | at | \$535.00 | = | \$5,778.00 |
| J LYMAN | 16.20 | at | \$850.00 | = | \$13,770.00 |
| S S MANJIYANI | 9.90 | at | \$650.00 | = | \$6,435.00 |
| S R ALEXANDER | 12.20 | at | \$650.00 | = | \$7,930.00 |
| M E KHADER | 21.70 | at | \$535.00 | = | \$11,609.50 |
| W L GAGE | 62.80 | at | \$290.00 | = | \$18,212.00 |
| S J GRAVES | 137.20 | at | \$355.00 | = | \$48,706.00 |
| A D TODD | 39.50 | at | \$545.00 | = | \$21,527.50 |
| R C ROBINSON | 13.40 | at | \$245.00 | = | \$3,283.00 |
| M R REICHERT | 16.70 | at | \$260.00 | = | \$4,342.00 |
| R K LOGGINS | 15.90 | at | \$160.00 | = | \$2,544.00 |
| J R GILLILAND | 10.20 | at | \$780.00 | = | \$7,956.00 |

Current Fees

\$1,316,936.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:
 Computerized Legal Research - Lexis - in

\$1,455.64

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| | |
|---|------------|
| contract 30% discount | |
| Computerized Legal Research - Other | \$107.80 |
| Computerized Legal Research - Courtlink | \$3.72 |
| - In Contract 50% Discount | |
| Computerized Legal Research - Westlaw | \$3,307.91 |
| - in contract 30% discount | |
| Meals - Overtime | \$149.24 |
| Meals (100%) | \$181.68 |
| Research | \$30.49 |
| Transcripts | \$145.20 |
| Travel - Airfare | \$772.71 |
| Travel - Telephone & Fax | \$25.00 |
| Local Transportation - Overtime | \$152.33 |

| | | |
|------------------|-------|------------|
| Current Expenses | <hr/> | \$6,331.72 |
|------------------|-------|------------|

| | |
|-------------------------------------|-----------------------|
| Total Amount of This Invoice | \$1,323,267.72 |
|-------------------------------------|-----------------------|

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-36313 (DRJ)
)

)
) (Jointly Administered)
)

**THIRD MONTHLY FEE STATEMENT
OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580], each Application Recipient receiving notice of this monthly fee statement shall have until 4:00 p.m. (CT), 14 days after service of this monthly fee statement to object to the fees and expenses requested herein. Upon the expiration of such 14-day period, the Debtors are authorized and directed to pay 80% of the fees and 100% of the expenses requested in this monthly fee statement that are not subject to an objection.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

| | |
|---|--|
| Name of Professional: | Akin Gump Strauss Hauer & Feld LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Date Order of Employment Signed: | February 19, 2020, effective <i>nunc pro tunc</i> to December 3, 2019 [Docket No. 958] |
| Time Period Covered: | February 1, 2020 – February 29, 2020 |
| Total Fees Sought: | \$1,040,813.50 |
| Amount of retainer received in case: | N/A |
| Total professional fees covered by this statement: | \$1,031,617.50 |
| Total professional hours covered by this statement: | 1,071.00 |
| Average hourly rate for professionals: | \$963.23 |
| Total paraprofessional fees covered by this statement: | \$9,196.00 |
| Total paraprofessional hours covered by this statement: | 38.00 |
| Average hourly rate for paraprofessionals: | \$242.00 |
| Reimbursable expenses sought in this statement: | \$7,553.44 |
| Out-of-pocket expenses of Committee members sought in this statement: | \$0.00 |
| Payment requested: | |
| 80% Fees | \$832,650.80 |
| 100% Expenses | \$7,553.44 |
| Total: | \$840,204.24 |

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 580] (the “Interim Compensation Order”), and the *Order Authorizing the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP, as Counsel, Effective Nunc Pro Tunc to December 3, 2019* [Docket No. 958], the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), as counsel to the Official Committee of

Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Third Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from February 1, 2020 to February 29, 2020* (the “Third Monthly Fee Statement”). By the Third Monthly Fee Statement and pursuant to the Interim Compensation Order, Akin Gump seeks interim payment of (i) \$832,650.80 (80% of \$1,040,813.50) as compensation for professional services rendered to the Committee and (ii) \$7,553.44 for reimbursement of actual and necessary expenses, for a total of \$840,204.24 for the period February 1, 2020 through and including February 29, 2020 (the “Fee Period”). Pursuant to the Interim Compensation Order, the Application Recipients have until 4:00 p.m. (CT) on the fourteenth day following service of this Third Monthly Fee Statement to object to the requested fees and expenses.

Itemization of Services Rendered and Expenses Incurred

1. In support of this Third Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Akin Gump partners, counsel, associates, consultants and paraprofessionals during the Fee Period with respect to each of the subject matter categories Akin Gump established in accordance with its internal billing procedures. As reflected in Exhibit A, Akin Gump incurred \$1,040,813.50 in fees during the Fee Period. Pursuant to this Third Monthly Fee Statement, Akin Gump seeks compensation in the amount of \$832,650.80 or 80% of such fees.
 - **Exhibit B** is a schedule providing certain information regarding the Akin Gump attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Third Monthly Fee Statement. Attorneys and paraprofessionals of Akin Gump expended a total of 1,109.00 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule setting forth the amount sought with respect to each category of expenses for which reimbursement is sought in this Third Monthly Fee Statement. This Third Monthly Fee Statement seeks reimbursement of expenses in the aggregate total amount of \$7,553.44.

- **Exhibit D** consists of Akin Gump's detailed records of fees and expenses incurred during the Fee Period in rendering professional services to the Committee.

Representations

2. Although Akin Gump has used its reasonable best efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Third Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Akin Gump reserves the right to seek payment of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Interim Compensation Order.

[Remainder of page intentionally left blank.]

Dated: March 24, 2020

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.
State Bar No. 00793386; S.D. Tex. No. 30464
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
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-and-

Ira S. Dizengoff (admitted *pro hac vice*)
Philip C. Dublin (admitted *pro hac vice*)
Meredith Lahaie (admitted *pro hac vice*)
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
pdublin@akingump.com
mlahaie@akingump.com

*Counsel to the Official Committee of Unsecured Creditors
of Southern Foods Group, LLC, et al.*

Application Recipients

- a. the Debtors, Attn: Kristy Waterman (kristy_waterman@deanfoods.com), Senior Vice President and General Counsel;
- b. counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com), Steven Z. Szanzer (steven.szanzer@davispolk.com), Nate Sokol (Nathaniel.sokol@davispolk.com), and Daniel E. Meyer (daniel.meyer@davispolk.com);
- c. local counsel to the Debtors, Norton Rose Fulbright US LLP, 1301 McKinney Street, Houston, Texas 77010, Attn: William R. Greendyke (william.greendyke@nortonrosefulbright.com), Jason L. Boland (jason.boland@nortonrosefulbright.com), Bob Bruner (bob.bruner@nortonrosefulbright.com), and Julie Harrison (julie.harrison@nortonrosefulbright.com);
- d. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas, 77002, Attn: Stephen D. Statham and Hector Duran Jr.; and
- e. White & Case LLP, Attn: Philip Abelson (philip.abelson@whitecase.com), as counsel to Coöperatieve Rabobank U.A., New York Branch, the administrative agent under Debtors' prepetition receivables purchase agreement, administrative agent under the Debtors' prepetition secured revolving credit facility, and administrative agent under the Debtors' postpetition financing facility.

EXHIBIT A**Summary of Hours Expended and Fees Incurred by Project Category**

| Matter Number | Matter Description | Total Hours Billed | Total Fees Requested |
|----------------------|--|---------------------------|-----------------------------|
| 2 | General Case Administration | 27.80 | \$21,844.50 |
| 3 | Akin Gump Fee Application/Monthly Billing Reports | 41.60 | \$32,101.00 |
| 4 | Analysis of Other Professionals Fee Applications/Reports | 0.50 | \$307.50 |
| 5 | Review/Preparation of Schedules, Statements | 25.70 | \$21,485.00 |
| 6 | Retention of Professionals | 2.40 | \$1,611.00 |
| 7 | Creditor Committee Matters/Meetings (including 341 Meetings) | 127.00 | \$134,954.00 |
| 8 | Hearings and Court Matters/Court Preparation | 39.00 | \$38,803.00 |
| 10 | DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 1.70 | \$1,609.00 |
| 11 | Executory Contracts/License Agreements | 0.40 | \$310.00 |
| 12 | General Claims Analysis/Claims Objections | 1.70 | \$1,903.00 |
| 13 | Analysis of Pre-Petition Transactions | 49.80 | \$51,807.00 |
| 15 | Analysis of Secured Claims/Adequate Protection Issues | 0.30 | \$232.50 |
| 16 | Automatic Stay Issues | 2.30 | \$2,811.00 |
| 17 | General Adversary Proceedings/Litigation Matters | 2.70 | \$2,387.00 |
| 18 | Tax Issues | 20.10 | \$21,801.00 |
| 19 | Labor Issues/Employee Benefits | 96.80 | \$100,371.00 |
| 20 | Legislative/Regulatory Policy Matters | 132.90 | \$90,835.00 |
| 23 | Asset Dispositions/363 Sales | 497.80 | \$483,329.50 |
| 24 | Real Estate Issues | 12.20 | \$8,179.00 |
| 25 | Travel Time ¹ | 14.90 | \$15,407.50 |
| 27 | Environmental | 5.20 | \$4,420.00 |
| 28 | General Corporate Matters | 4.00 | \$2,600.00 |
| 31 | Business Operations | 2.20 | \$1,705.00 |
| Totals | | 1,109.00 | \$1,040,813.50 |

1. Akin Gump has discounted this time by 50% in accordance with the U.S. Trustee Guidelines and the Bankruptcy Local Rules.

EXHIBIT B**Summary of Timekeepers Included in Fee Period**

| TIMEKEEPER | DEPT. | BAR ADMISSION | RATE | HOURS | AMOUNT |
|----------------------|-------|------------------|----------|--------|--------------|
| PARTNERS | | | | | |
| D'ARCY, SEAN | PLP | 1992 | 1,135.00 | 6.70 | \$7,604.50 |
| DUBLIN, PHILIP C. | FRS | 1999 | 1,595.00 | 46.40 | \$74,008.00 |
| LAHAIE, MEREDITH A. | FRS | 2007 | 1,350.00 | 108.70 | \$146,745.00 |
| BRIMMAGE, MARTY JR. | LIT | 1995 | 1,595.00 | 37.80 | \$60,291.00 |
| JACOBSON, HOWARD | TAX | 1997 | 1,240.00 | 10.80 | \$13,392.00 |
| JINDAL, GORAV | LIT | 2000 | 1,115.00 | 9.10 | \$10,146.50 |
| ADLER, AIMEE M. | ECEB | 2001 | 1,135.00 | 37.00 | \$41,995.00 |
| LEYDEN, LAUREN | LABOR | 2006 | 1,280.00 | 15.70 | \$20,096.00 |
| ROUSH, COREY | LIT | 1997 | 1,135.00 | 14.30 | \$16,230.50 |
| TERHUNE, HENRY A | PLP | 1989 | 1,055.00 | 18.70 | \$19,728.50 |
| TUCKER, JAMES R. | PLP | 1997 | 1,115.00 | 7.70 | \$8,585.50 |
| BAIN, JOHN A. | COR | 2007 | 1,095.00 | 7.60 | \$8,322.00 |
| LAWRENCE, LACY M. | LIT | 2006 | 1,350.00 | 13.50 | \$18,225.00 |
| COUNSEL | | | | | |
| NEWDECK, JOANNA | FRS | 2006 | 1,195.00 | 16.00 | \$19,120.00 |
| MCGRADY, ERICA D. | COR | 1997 | 965.00 | 118.20 | \$114,063.00 |
| BUSCHING, DESIREE E. | LABOR | 2012 | 1,025.00 | 5.10 | \$5,227.50 |
| CHATALIAN, JON | LABOR | 2008 | 975.00 | 17.10 | \$16,672.50 |
| DAVIDOV, SHARON | TAX | 2013 | 1,010.00 | 13.10 | \$13,231.00 |
| PARK, DANIEL S. | LIT | 2011 | 960.00 | 54.10 | \$51,936.00 |
| ASSOCIATES | | | | | |
| THOMPSON, JULIE A. | FRS | 2015 | 860.00 | 145.95 | \$125,517.00 |
| CHEN, PATRICK C. | FRS | 2018 | 775.00 | 61.90 | \$47,972.50 |
| GARDINER, MADISON R. | FRS | 2020 | 615.00 | 78.30 | \$48,154.50 |
| FAROVITCH, AARON S. | ECEB | 2017 | 835.00 | 13.90 | \$11,606.50 |
| KHADER, MITCHELL | LIT | 2020 | 535.00 | 30.00 | \$16,050.00 |
| KLAUSNER, RACHEL | LABOR | 2016 | 895.00 | 5.30 | \$4,743.50 |
| FORBES, IMANI N. | LABOR | 2019 | 565.00 | 5.00 | \$2,825.00 |
| MILLER, KATLYNE | LIT | 2018 | 575.00 | 5.10 | \$2,932.50 |

| | | | | | |
|--------------------------|-----|------|-----------------|-------|-----------------------|
| OJURONGBE, REMI | LIT | 2020 | 535.00 | 40.40 | \$21,614.00 |
| PELAK, WILLIAM C. | COR | 2016 | 895.00 | 23.60 | \$21,122.00 |
| PRAESTHOLM, AMANDA | LIT | 2017 | 650.00 | 24.65 | \$16,022.50 |
| GRAVES, STUART J. | COR | 2006 | 355.00 | 7.00 | \$2,485.00 |
| STEED, ALISON L. | COR | 2018 | 650.00 | 40.30 | \$26,195.00 |
| PEEK, ERIN | LIT | 2019 | 535.00 | 26.80 | \$14,338.00 |
| LYMAN, JOHN B. | ENV | 2014 | 850.00 | 5.20 | \$4,420.00 |
| PARAPROFESSIONALS | | | | | |
| REICHERT, MOLLY | FRS | N/A | 260.00 | 11.80 | \$3,068.00 |
| ROBINSON, RACHEL C. | PLP | N/A | 245.00 | 16.50 | \$4,042.50 |
| SCHOONMAKER, CAMILLE | LIT | N/A | \$215.00 | 9.70 | \$2,085.50 |
| <u>TOTALS</u> | | | 1,109.00 | | \$1,040,813.50 |

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation; COM = Communications;
IP = Intellectual Property; ECEB = Executive Compensation/Employee Benefits;
PLP = Public Law & Policy; ENV = Environmental; IT = International Trade

EXHIBIT C**Summary of Expenses for the Fee Period**

| Expense Category | Amount (\$) |
|--|--------------------|
| Computerized Legal Research - Lexis - in contract 30% discount | 1,154.06 |
| Computerized Legal Research - Westlaw - in contract 30% discount | 608.90 |
| Courier Service/Messenger Service – Off Site | 78.75 |
| Color Copy | 1,453.00 |
| Meals - Overtime | 34.21 |
| Meals - Business | 115.64 |
| Meals (100%) | 20.00 |
| Transcripts | 154.80 |
| Travel - Airfare | 2,335.92 |
| Travel – Ground Transportation | 341.52 |
| Travel – Telephone/Fax/Internet | 16.00 |
| Local Transportation - Overtime | 19.16 |
| Travel – Train Fare | 800.28 |
| Travel – Lodging (Hotel, Apt, Other) | 421.20 |
| Akin Gump Expenses | \$7,553.44 |
| Committee Member Expenses | 0.00 |
| TOTAL | \$7,553.44 |

1. Air transportation expenses include only coach class fares.

EXHIBIT D

Detailed Description of Services and Expenses

Akin Gump

Strauss Hauer & Feld LLP

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
2711 NORTH HASKELL AVE
SUITE 3400
DALLAS, TX 75204
ATTN: GARY RAHLFS

Invoice Number 1877917
Invoice Date 03/24/20
Client Number 101810
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

| | <u>HOURS</u> | <u>VALUE</u> |
|--|--------------|--------------|
| 0002 General Case Administration | 27.80 | \$21,844.50 |
| 0003 Akin Gump Fee Application/Monthly Billing Reports | 41.60 | \$32,101.00 |
| 0004 Analysis of Other Professionals Fee Applications/Reports | 0.50 | \$307.50 |
| 0005 Review/Preparation of Schedules, Statements | 25.70 | \$21,485.00 |
| 0006 Retention of Professionals | 2.40 | \$1,611.00 |
| 0007 Creditors Committee Meetings/Meetings (including 341 Meetings) | 127.00 | \$134,954.00 |
| 0008 Hearings and Court Matters/Court Preparation | 39.00 | \$38,803.00 |
| 0010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing | 1.70 | \$1,609.00 |
| 0011 Executory Contracts/License Agreements | 0.40 | \$310.00 |
| 0012 General Claims Analysis/Claims Objections | 1.70 | \$1,903.00 |
| 0013 Analysis of Pre-Petition Transactions | 49.80 | \$51,807.00 |
| 0015 Analysis of Secured Claims/Adequate Protection Issues | 0.30 | \$232.50 |
| 0016 Automatic Stay Issues | 2.30 | \$2,811.00 |
| 0017 General Adversary Proceedings/Litigation Matters | 2.70 | \$2,387.00 |
| 0018 Tax Issues | 20.10 | \$21,801.00 |
| 0019 Labor Issues/Employee Benefits | 96.80 | \$100,371.00 |
| 0020 Legislative/Regulatory Policy Matters | 132.90 | \$90,835.00 |
| 0023 Asset Dispositions/363 Sales | 497.80 | \$483,329.50 |
| 0024 Real Estate Issues | 12.20 | \$8,179.00 |
| 0025 Travel Time | 14.90 | \$15,407.50 |
| 0027 Environmental | 5.20 | \$4,420.00 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
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| | | | |
|------|---------------------------|----------------|-----------------------|
| 0028 | General Corporate Matters | 4.00 | \$2,600.00 |
| 0031 | Business Operations | 2.20 | \$1,705.00 |
| | TOTAL | <u>1109.00</u> | <u>\$1,040,813.50</u> |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/03/20 | JAT | 0002 Confer with J. Newdeck re case status. | 0.20 |
| 02/03/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/04/20 | JFN | 0002 Review status of various case issues with J. Thompson. | 0.20 |
| 02/04/20 | MAL | 0002 Review pending motions. | 0.50 |
| 02/04/20 | MRR | 0002 Prepare docket update. | 0.20 |
| 02/05/20 | JFN | 0002 Attend weekly update call with Debtors (.3); review status of open issues (.1). | 0.40 |
| 02/05/20 | MAL | 0002 Weekly update call with DPW. | 0.30 |
| 02/05/20 | JAT | 0002 Participate in weekly status call with Davis Polk. | 0.30 |
| 02/05/20 | MRG | 0002 Review docket updates (.1); circulate same and update case calendar (.1). | 0.20 |
| 02/05/20 | MRR | 0002 Monitor docket. | 0.20 |
| 02/06/20 | JAT | 0002 Revise WIP. | 0.20 |
| 02/06/20 | MRG | 0002 Summarize status of pending motions and committee stance on each (.1); correspond with internal team re: same (.1). | 0.20 |
| 02/06/20 | MRG | 0002 Update task list and case calendar (.1); circulate same to internal team (.1). | 0.20 |
| 02/06/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/07/20 | BTB | 0002 Search for dockets and pleadings in cases involving Dean Foods or any of their subsidiaries. | 0.00 |
| 02/07/20 | MAL | 0002 Review and comment on summaries of pending pleadings. | 0.50 |
| 02/07/20 | PCC | 0002 Email J. Thompson and M. Gardiner re: case status. | 0.20 |
| 02/07/20 | JAT | 0002 Review motion summaries. | 0.50 |
| 02/07/20 | MRG | 0002 Review docket updates (.2); circulate key docket updates to internal team (.1); update case calendar to reflect docket updates (.1). | 0.40 |
| 02/07/20 | MRR | 0002 Prepare docket update. | 0.20 |
| 02/10/20 | JFN | 0002 Participate in weekly update call with company (.2); review WIP list and open items/upcoming dates (.2). | 0.40 |
| 02/10/20 | MAL | 0002 Review motion for appointment of equity committee and emails re: same. | 0.50 |
| 02/10/20 | MRG | 0002 Review docket updates and update case calendar (.1); circulate docket filings to internal team (.1); review recently filed motion (.6); draft summary re: same (.5). | 1.30 |
| 02/10/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/11/20 | MAL | 0002 Review pending matters and emails with Akin team re: same. | 0.50 |
| 02/11/20 | JAT | 0002 Revise WIP list. | 0.20 |
| 02/11/20 | MRG | 0002 Review Debtors' 8-K (.2); summarize same (.2); circulate summary (.1); update case calendar (.3); update task list (.4). | 1.20 |
| 02/11/20 | MRR | 0002 Monitor docket. | 0.20 |
| 02/12/20 | JFN | 0002 Participate in call with Debtors professionals re: case update (.2); call with debtors re: case update (1.5). | 1.70 |
| 02/12/20 | LML | 0002 Review and analyze case updates. | 0.20 |
| 02/12/20 | JAT | 0002 Participate in weekly call with Davis Polk (.2); follow up call with N. Sokol (.2); summarize motion (.4); correspond with M. Lahaie re: same (.1). | 0.90 |
| 02/12/20 | MRG | 0002 Summarize recently filed motion (.2); circulate to advisors for comment (.1). | 0.30 |
| 02/12/20 | MRR | 0002 Prepare docket update. | 0.20 |
| 02/13/20 | MAL | 0002 Review pending matters. | 0.50 |
| 02/13/20 | JAT | 0002 Review pending motions and summaries of same. | 0.40 |
| 02/13/20 | MRR | 0002 Review docket filings. | 0.20 |
| 02/14/20 | MAL | 0002 Review pending matters and emails with Akin team re: same. | 0.70 |
| 02/14/20 | JAT | 0002 Review emails re: motion summaries. | 0.30 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/15/20 | MRG | 0002 Draft summary of recently filed motion (1.1); email J. Thompson re: same and circulate (.1). | 1.20 |
| 02/17/20 | MRG | 0002 Review docket updates (.6); circulate same to team (.2). | 0.80 |
| 02/18/20 | MRG | 0002 Update case calendar (.1); circulate docket updates (.2). | 0.30 |
| 02/18/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/19/20 | MRR | 0002 Prepare docket update. | 0.20 |
| 02/20/20 | JAT | 0002 Summarize motions for Committee review (.3); call with BRG re: miscellaneous case issues (.3). | 0.60 |
| 02/20/20 | MRG | 0002 Review and circulate docket updates (.2); update task list and case calendar (.3). | 0.50 |
| 02/20/20 | MRR | 0002 Monitor docket filings. | 0.20 |
| 02/21/20 | PCC | 0002 Draft joinder to equity committee objection. | 0.40 |
| 02/21/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/24/20 | PCC | 0002 Call with J. Thompson and M. Gardiner re: case status (.3); revise WIP list (.1). | 0.40 |
| 02/24/20 | JAT | 0002 Participate in associate team call (.3); revise task list (.2). | 0.50 |
| 02/24/20 | MRG | 0002 Confer with associate team re: status of tasks and case updates (.3); update task list and calendar (.2). | 0.50 |
| 02/24/20 | LEP | 0002 Research recent or current cases related to Dean Foods bankruptcy (1.5); draft summaries for team (1.1). | 2.60 |
| 02/24/20 | MRR | 0002 Prepare docket update. | 0.30 |
| 02/25/20 | LEP | 0002 Research recent or current cases related to Dean Foods bankruptcy (.5); draft summaries for team (1.0). | 1.50 |
| 02/25/20 | MRR | 0002 Conduct docket update. | 0.20 |
| 02/26/20 | HAT | 0002 Attend weekly calls re: status updates. | 0.30 |
| 02/26/20 | JFN | 0002 Participate in weekly update call with Debtors (.3); review recent docket entries (.2). | 0.50 |
| 02/26/20 | MAL | 0002 Weekly update call with DPW. | 0.30 |
| 02/26/20 | JAT | 0002 Participate in weekly call with Davis Polk (.3); correspond with M. Lahaie re: case status and issues (.2). | 0.50 |
| 02/26/20 | MRR | 0002 Monitor docket filings. | 0.20 |
| 02/28/20 | PCC | 0002 Conduct case administration and docket updates. | 0.20 |
| 02/03/20 | MAL | 0003 Begin review of prebill for privilege issues. | 1.00 |
| 02/03/20 | PCC | 0003 Review invoice for privilege and confidentiality. | 0.60 |
| 02/04/20 | MAL | 0003 Review and comment on December prebill. | 1.50 |
| 02/05/20 | PCC | 0003 Review invoice for privilege and confidentiality. | 0.70 |
| 02/06/20 | PCC | 0003 Review fee statement for privilege and confidentiality (3.8); correspond with team re: same (.4). | 4.20 |
| 02/07/20 | JAT | 0003 Review invoice for privilege. | 3.20 |
| 02/07/20 | MRG | 0003 Review January invoice for privilege. | 0.90 |
| 02/09/20 | MRG | 0003 Review January invoice for privilege and confidentiality. | 1.70 |
| 02/10/20 | MRG | 0003 Review invoice for privilege and confidentiality. | 0.40 |
| 02/11/20 | MAL | 0003 Review and comment on December prebill re: privilege and confidentiality. | 1.00 |
| 02/11/20 | PCC | 0003 Email M. Lahaie re: preparation of fee statements (.2); review invoice for privilege and confidentiality (3.6). | 3.80 |
| 02/11/20 | MRG | 0003 Review January invoice for privilege. | 0.40 |
| 02/12/20 | PCC | 0003 Review invoice for privilege and confidentiality. | 0.70 |
| 02/12/20 | MRG | 0003 Review December invoice for privilege and confidentiality (1.8); review January invoice for same (1.1). | 2.90 |
| 02/13/20 | PCC | 0003 Review fee statement for privilege and confidentiality. | 0.30 |
| 02/14/20 | MRR | 0003 Review December monthly fee statement expenses and fee-related issues. | 1.60 |
| 02/25/20 | PCC | 0003 Email S. Levy re: drafting of Akin monthly fee statement. | 0.20 |
| 02/26/20 | PCC | 0003 Review invoice for privilege and confidentiality (3.6); draft fee statement (2.8). | 6.40 |
| 02/26/20 | JAT | 0003 Review fee statement. | 0.20 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/26/20 | MRG | 0003 Review January invoice for confidentiality. | 5.60 |
| 02/27/20 | PCC | 0003 Review invoice for privilege and confidentiality. | 2.50 |
| 02/28/20 | MAL | 0003 Review and comment on December fee statement. | 0.50 |
| 02/28/20 | PCC | 0003 Revise Akin monthly fee statement (.5); coordinate filing of same (.2); coordinate review of invoice for privilege and confidentiality (.4). | 1.10 |
| 02/29/20 | PCC | 0003 Correspond with J. Thompson and M. Gardiner re: review of invoices. | 0.20 |
| 02/06/20 | MRG | 0004 Update spreadsheet tracking DIP secured parties' fees and expenses. | 0.30 |
| 02/21/20 | MRG | 0004 Track DIP fees. | 0.20 |
| 02/03/20 | JAT | 0005 Review emails with BRG, Akin re: review of schedules and SOFAs. | 0.40 |
| 02/05/20 | JAT | 0005 Review emails from BRG and Akin re: review of SOFAs and schedules. | 0.30 |
| 02/06/20 | DP | 0005 Analyze litigation matters in the Debtors' schedules (1.0); emails with Akin Lit re: same (.1). | 1.10 |
| 02/06/20 | JAT | 0005 Review emails with BRG, Akin re: analysis of insiders SOFA (.7); call with BRG re: same (.5); conduct research re: same (.6); email D. Park re: litigation SOFA (.1). | 1.90 |
| 02/07/20 | DP | 0005 Analyze litigation matters on Debtors' schedules. | 0.60 |
| 02/07/20 | JAT | 0005 Review emails with Akin, BRG re: SOFAs and schedules diligence (.3); review precedent for same (.2). | 0.50 |
| 02/09/20 | DP | 0005 Analyze litigation matters in the Debtors' schedules. | 2.00 |
| 02/09/20 | ACP | 0005 Review pleadings from key litigation flagged by the Debtors (1.3); correspondence re: same (.4). | 1.70 |
| 02/10/20 | DP | 0005 Analyze litigation matters re: Debtors' schedules (.4); revise summary of said analysis (.2). | 0.60 |
| 02/10/20 | ACP | 0005 Review and summarize key litigation pending against the debtors. | 4.40 |
| 02/11/20 | DP | 0005 Draft analysis of litigation matters in Debtors' schedules (.4); coordinate with research team re: same (.3). | 0.70 |
| 02/12/20 | DP | 0005 Prepare for (.2) and attend (.3) portion of call with the Debtors re: litigation schedules; analyze said schedules (.8); draft summary re: litigation schedules (.7). | 2.00 |
| 02/12/20 | ACP | 0005 Perform research re: pending litigation against the Debtors (1.6); correspondence re: same (.6). | 2.20 |
| 02/17/20 | DEB | 0005 Review Debtors' statements of financial affairs and related disclosures re: labor matters. | 0.60 |
| 02/19/20 | JAT | 0005 Review emails with Akin and BRG re: schedules and statements review. | 0.40 |
| 02/20/20 | JAT | 0005 Review emails with BRG and Akin re: review of schedules and statements (.5); email M. Lahaie re: same (.1). | 0.60 |
| 02/21/20 | PCD | 0005 Review schedules and sofas deck. | 0.80 |
| 02/23/20 | LML | 0005 Review and analyze updates re: Statements and Schedules presentation deck. | 0.30 |
| 02/23/20 | DP | 0005 Analyze issues re: litigation schedules (.5); email with Akin Lit re: same (.3); revise presentation re: schedules and statements (.3). | 1.10 |
| 02/24/20 | DP | 0005 Revise presentation re: Debtors' schedules and statements. | 0.50 |
| 02/24/20 | ACP | 0005 Draft summary re: outstanding litigation in preparation for Committee call. | 1.20 |
| 02/25/20 | DP | 0005 Revise analysis re: litigation schedules. | 0.20 |
| 02/25/20 | ACP | 0005 Draft analysis of key litigation in preparation for Committee call. | 1.60 |
| 02/04/20 | MAL | 0006 Review certificates of no objection for UCC advisors. | 0.30 |
| 02/04/20 | JAT | 0006 Revise retention CNOs and emails re: same. | 0.50 |
| 02/06/20 | JAT | 0006 Finalize and file CNOs and emails re: same. | 0.60 |
| 02/06/20 | MRR | 0006 Proofread and file certificates of no objection for Akin, BRG, and MB. | 1.00 |
| 02/04/20 | MAL | 0007 Prepare for UCC call and review materials re: same including business plan materials. | 1.90 |
| 02/04/20 | PCC | 0007 Comment on BRG presentations to Committee (.3, 1.0); email J. Thompson re: same (.1). | 1.40 |
| 02/04/20 | JAT | 0007 Draft agenda (.4); revise and comment on meeting materials (1.8); prep for committee call (.9); emails re: same (.9); email M. Gardiner re: same (.1). | 4.10 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
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 March 24, 2020

| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/04/20 | MRG | 0007 Edit advisors' presentation for committee (1.6); correspond with internal team re: call logistics (.1). | 1.70 |
| 02/05/20 | JRT | 0007 Attend Professionals' pre-call (.4); attend committee call (1.2). | 1.60 |
| 02/05/20 | EDM | 0007 Attend committee call (1.2) and committee professionals call (.4). | 1.60 |
| 02/05/20 | JFN | 0007 Participate in Committee precall (.4); participate in UCC call (1.2). | 1.60 |
| 02/05/20 | MAL | 0007 Prepare for (1.5) and participate on committee call (1.2); professionals' pre-call (.4). | 3.10 |
| 02/05/20 | PCC | 0007 Attend advisors precall (.2); attend Committee call (1.5). | 1.60 |
| 02/05/20 | JAT | 0007 Preparatory call for Committee call (.4); participate in same (1.2). | 1.60 |
| 02/05/20 | MRG | 0007 Prepare materials for UCC call (.9); attend pre-call (.2); attend committee call (1.5). | 2.60 |
| 02/05/20 | WCP | 0007 Prepare for (.6) and participate (.4) in weekly UCC advisor call to discuss transaction developments; participate in call with UCC and advisors to discuss transaction developments (1.2). | 2.20 |
| 02/06/20 | MAL | 0007 Emails with Committee members re: status of vendor payments. | 0.80 |
| 02/10/20 | EDM | 0007 Attend call with Committee re: DFA (1.0); attend pre-call (.5). | 1.50 |
| 02/10/20 | JFN | 0007 Participate in professionals pre-call (.5); participate in Committee call, including company update (1.5). | 2.10 |
| 02/10/20 | MAL | 0007 Emails re: rescheduling committee call (.3); call with committee member re: same and status (.4); pre call with UCC advisors (.5); call with UCC re: potential transaction (1.0); prep for same including review of transaction materials (1.0). | 3.20 |
| 02/10/20 | MLB | 0007 Prepare for (.3) and participate in (.5) all professionals conference re: the status of all pending issues; participate in UCC conference re: the status of all pending issues (1.0). | 1.80 |
| 02/10/20 | PCC | 0007 Attend advisors precall (.5); attend Committee call (1.0). | 1.50 |
| 02/10/20 | DP | 0007 Attend professionals pre-call re: bidding procedures issues (.5); attend Committee call re: same (1.0). | 1.50 |
| 02/10/20 | JAT | 0007 Prep for call re: Committee call (.6); emails re: same (.9); participate in pre call (.5); participate in Committee call (1.0). | 3.00 |
| 02/10/20 | MRG | 0007 Prepare materials for call with committee members re: current case issues (.1); attend professionals only pre-call (.5); attend committee call (1.0). | 1.60 |
| 02/10/20 | WCP | 0007 Prepare for (.1) and participate in professionals precall (.5) and call (1.0) with UCC related to recently received potential buyer bid for certain debtor assets. | 1.60 |
| 02/11/20 | MAL | 0007 Prepare for committee call (1.4); prep call with company advisors (.5). | 1.90 |
| 02/11/20 | PCC | 0007 Review and revise presentations prepared for the Committee. | 0.40 |
| 02/11/20 | JAT | 0007 Prep for committee call (2.5); call with R. Wright re: same (.2); emails re: same (.7). | 3.40 |
| 02/11/20 | MRG | 0007 Edit presentation materials for committee call. | 0.50 |
| 02/11/20 | WCP | 0007 Prepare for call with UCC advisors re sale process in connection with newly received bids. | 0.90 |
| 02/12/20 | PCD | 0007 Pre-call with committee professionals (.5); attend committee call (1.5). | 2.00 |
| 02/12/20 | EDM | 0007 Attend committee call, including call with company (1.1); preparation for committee call with committee professionals (.5); follow up re: same (.2). | 2.00 |
| 02/12/20 | JFN | 0007 Review updates and communications with Committee (.2, .2); participate in Committee pre-call (.5); participate in Committee call (partial) (.5). | 1.40 |
| 02/12/20 | MAL | 0007 Prepare for (1.0) and participate on (1.5) Committee call; professionals pre-call (.5). | 3.00 |
| 02/12/20 | MLB | 0007 Participate in conference with all professionals re: the status of pending issues and Committee call (.5); participate in conference with UCC re: same (1.5). | 2.00 |
| 02/12/20 | PCC | 0007 Attend advisors precall (.5); attend Committee call (.3); attend call with | 2.10 |

DEAN FOODS OFFICIAL COMMITTEE OF UNSECURED CREDITORS
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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | Debtors and Committee (1.0); attend followup Committee call (.3). | |
| 02/12/20 | DP | 0007 Attend call with Committee (1.5); attend pre-call re: same (.5). | 2.00 |
| 02/12/20 | JAT | 0007 Prep for committee call (1.5); email M. Lahaie re: same (.1); advisors pre call (.5); committee call (1.5). | 3.60 |
| 02/12/20 | MRG | 0007 Prepare materials for Committee call (.1); attend professionals only pre-call (.5); attend Committee call (1.5). | 2.10 |
| 02/14/20 | PCC | 0007 Review and comment on business update and sale process decks for Committee presentation. | 1.60 |
| 02/17/20 | MRG | 0007 Revise presentation materials to the Committee. | 1.30 |
| 02/18/20 | MAL | 0007 Prep for Committee call. | 0.50 |
| 02/18/20 | JAT | 0007 Prep for Committee call (.2); emails re: same (.2). | 0.40 |
| 02/19/20 | JRT | 0007 Weekly pre-call (.3); weekly committee call (partial) (.8). | 1.10 |
| 02/19/20 | PCD | 0007 Professionals pre-call re: hearing (.3); Committee call re: same (1.2). | 1.50 |
| 02/19/20 | EDM | 0007 Preparation of materials for committee call (1.5); attend committee meeting (1.2); and pre-call (.3). | 3.00 |
| 02/19/20 | LHL | 0007 Telephone conference with BRG, MB and Akin re: case status (.3); telephone conference with UCC, Akin, BRG and MB re: same (1.2). | 1.30 |
| 02/19/20 | MAL | 0007 Prep for Committee call (1.5); participate on Committee call (1.2) and professionals pre-call (.3). | 3.00 |
| 02/19/20 | MLB | 0007 Prepare for (.2) and participate (.3) in all professionals conference re the status of all pending issues and Committee call; participate in UCC conference re same (1.2). | 1.70 |
| 02/19/20 | CWR | 0007 Pre-call with advisory team to prepare for upcoming call with UCC (.3); participate in DFA portion of UCC meeting to provide guidance on antitrust provisions (.9) follow-up re: same with E. McGrady (.2). | 1.40 |
| 02/19/20 | PCC | 0007 Attend professionals precall (.3); attend Committee update call (1.2). | 1.50 |
| 02/19/20 | JAT | 0007 Prep for Committee call (.3); professionals pre call (.3); participate in Committee call (1.2). | 1.80 |
| 02/19/20 | MRG | 0007 Participate in professionals-only pre-call (.3); participate in Committee call (1.2). | 1.50 |
| 02/19/20 | AMA | 0007 Participate in professionals pre-call re sale issue (.3); participate in committee call re same (1.2). | 1.50 |
| 02/20/20 | MAL | 0007 Emails with committee members re: 2/19 hearing, next steps. | 0.50 |
| 02/24/20 | MAL | 0007 Prepare for Committee call. | 0.50 |
| 02/24/20 | JAT | 0007 Revise Committee meeting decks (2.8); call with R. Wright re: same (.2, .2); prep for Committee meeting (1.2); emails re: same (.5). | 4.90 |
| 02/25/20 | HAT | 0007 Review hearing materials in advance of next day committee calls. | 0.30 |
| 02/25/20 | PCD | 0007 Emails re: materials for committee call (.1); review same (.4); emails re: agenda (.1). | 0.60 |
| 02/25/20 | MAL | 0007 Emails re: Committee call prep (.5); review materials for same (.5). | 1.00 |
| 02/25/20 | JAT | 0007 Return calls from creditors (.5); prep for Committee meeting (1.4); review decks (.8). | 2.70 |
| 02/26/20 | JRT | 0007 Weekly Professionals pre-call (.4); weekly Committee call (1.2). | 1.60 |
| 02/26/20 | PCD | 0007 Review and comment on call materials (1.1); emails re: same (.2); review material in prep for call (.7); pre-call with advisors (.4); Committee call (1.2). | 3.60 |
| 02/26/20 | EDM | 0007 Attend Creditor's Committee meeting (1.2); attend pre-call re: same (.4). | 1.60 |
| 02/26/20 | JFN | 0007 Review various materials related to UCC call (.6); participate in professionals pre call (.4); participate in UCC call (1.2). | 2.20 |
| 02/26/20 | MAL | 0007 Prepare for (1.3) and participate on (1.2) Committee call; professionals pre-call (.4). | 2.90 |
| 02/26/20 | JAB | 0007 Review and analyze all real property materials in preparation for UCC call (1.0); conference with S. Graves re UCC call and real property lien perfection summary (.5); call with Akin team in preparation for UCC call (.4); attend UCC call (.5) (partial). | 2.40 |
| 02/26/20 | MLB | 0007 Participate in all professionals conference re the status of all pending issues (.4); participate in UCC conference re same (1.2). | 1.60 |

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|-------------|-------------|---|--------------|
| 02/26/20 | PCC | 0007 Attend professionals precall (.4); attend Committee update call (1.2). | 1.60 |
| 02/26/20 | DP | 0007 Prepare for Committee call (.6); attend professionals' precall re: same (.4); attend Committee call (1.2). | 2.10 |
| 02/26/20 | JAT | 0007 Prep for Committee meeting (.4); participate in pre call (.4); participate in Committee call (1.2). | 2.00 |
| 02/27/20 | MAL | 0007 Emails with Committee members re: case status. | 0.30 |
| 02/28/20 | MAL | 0007 Emails with Debtors and P. Dublin re: Committee access to information. | 0.60 |
| 02/17/20 | MRG | 0008 Prepare materials for upcoming hearing. | 0.40 |
| 02/18/20 | EDM | 0008 Draft script for Hearing. | 2.20 |
| 02/18/20 | MAL | 0008 Prep for hearing (2.5); correspond re: same with I. Dizengoff (.2). | 2.70 |
| 02/18/20 | LML | 0008 Review and analyze updates re: case status (.3); address same re: upcoming status conference (.3). | 0.60 |
| 02/18/20 | JAT | 0008 Prep for hearing (3.4); emails re: same (.8); call with M. Gardiner re: same (.2). | 4.40 |
| 02/18/20 | MRG | 0008 Prepare materials for upcoming hearing (.3); call with J. Thompson re: same (.2); coordinate logistics re: same (.2). | 0.70 |
| 02/19/20 | PCD | 0008 Review and comment on hearing script (.7); calls re: hearing (.3); emails re: same (.1). | 1.10 |
| 02/19/20 | EDM | 0008 Attend court hearing telephonically (partial). | 2.10 |
| 02/19/20 | MAL | 0008 Prepare for hearing (2.0); attend same (3.0). | 5.00 |
| 02/19/20 | MLB | 0008 Address hearing preparation issues. | 0.60 |
| 02/19/20 | PCC | 0008 Attend hearing telephonically. | 2.90 |
| 02/19/20 | JAT | 0008 Prep for hearing (2.0); participate in same (3.0); draft summary of same (.5). | 5.50 |
| 02/19/20 | MRG | 0008 Prepare logistics for hearing (.3); telephonically attend hearing (3.0). | 3.30 |
| 02/19/20 | AMA | 0008 Participate in hearing re 2020 STIP and KERP and status conference (partial). | 2.60 |
| 02/19/20 | ACP | 0008 Attend status conference and KERP/STIP hearing. | 3.00 |
| 02/20/20 | JAT | 0008 Review and reply to emails re: hearing. | 0.40 |
| 02/21/20 | SGD | 0008 Review portions of hearing transcript. | 0.80 |
| 02/21/20 | PCD | 0008 Review 2/19 hearing transcript. | 0.70 |
| 02/01/20 | PCD | 0010 Emails re: DIP milestones and related issues. | 0.20 |
| 02/03/20 | JAT | 0010 Review emails re: DIP milestones (.3); call with Committee member re: same (.5); call with Debtors re: same (.4); review documents re: same (.3). | 1.50 |
| 02/07/20 | PCC | 0011 Update summary and analysis of omnibus rejection motion (.3); email P. Dublin re: same (.1). | 0.40 |
| 02/07/20 | MAL | 0012 Call with Committee member counsel re: creditor claim issues (.3); call with Committee member re: same (.2); emails with UCC advisors re: same (.4). | 0.90 |
| 02/11/20 | JAT | 0012 Return calls re: 341 meeting (.3); dial into 341 meeting (.5). | 0.80 |
| 02/06/20 | MRG | 0013 Research potential estate claims. | 2.10 |
| 02/07/20 | DP | 0013 Compile issues re: Rule 2004 discovery requests re: prepetition transactions. | 0.30 |
| 02/07/20 | MRG | 0013 Research potential estate claims (5.9); correspond with internal team re: same and circulate summary (.1). | 6.00 |
| 02/10/20 | DP | 0013 Correspond with A. Praestholm re: discovery requests re: prepetition transactions. | 0.20 |
| 02/10/20 | ACP | 0013 Confer with D. Park re: 2004 discovery requests (.2). | 0.20 |
| 02/11/20 | MLB | 0013 Review factual basis for certain prepetition claims issues. | 1.50 |
| 02/11/20 | LML | 0013 Review and revise draft 2004 discovery requests. | 0.20 |
| 02/11/20 | DP | 0013 Revise draft discovery requests re: prepetition transactions (4.2); review samples re: same (.5); analyze pleadings re: same (.4); research procedural issues re: same (.1). | 5.20 |
| 02/11/20 | ACP | 0013 Draft 2004 Requests for Production in connection with prepetition investigation (1.5); correspondence re: same (.3). | 1.80 |

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| 02/12/20 | DP | 0013 Revise discovery requests re: the Debtors' prepetition transactions. | 0.90 |
| 02/13/20 | MAL | 0013 Review prepetition investigation requests and emails with lit team re: same. | 0.70 |
| 02/13/20 | LML | 0013 Review and analyze updates re: potential 2004 discovery drafts. | 0.30 |
| 02/13/20 | DP | 0013 Revise discovery requests re: prepetition transactions investigation. | 0.90 |
| 02/13/20 | ACP | 0013 Revise draft requests for production. | 0.80 |
| 02/17/20 | DP | 0013 Revise draft prepetition investigation document requests. | 0.20 |
| 02/24/20 | PCD | 0013 Emails re: discovery requests for investigation. | 0.20 |
| 02/24/20 | MAL | 0013 Emails re: status of prepetition investigation discovery, next steps. | 0.40 |
| 02/24/20 | MLB | 0013 Work on 2004 examination discovery. | 2.40 |
| 02/24/20 | LML | 0013 Review status of 2004 discovery. | 0.30 |
| 02/24/20 | DP | 0013 Research issues re: Rule 2004 prepetition investigation requests. | 0.30 |
| 02/25/20 | MLB | 0013 Review status of 2004 examination discovery (1.0); review outstanding litigation re: same (.8); email A. Praestholm re: same (.2). | 2.00 |
| 02/26/20 | MLB | 0013 Review and direct progress on 2004 examination discovery. | 0.60 |
| 02/26/20 | DP | 0013 Call with Akin team re: Rule 2004 discovery requests (.4); gather precedent re: same (.3); research issues re: same (1.6); revise draft Rule 2004 discovery requests (1.1). | 3.40 |
| 02/26/20 | ACP | 0013 Correspondence re: draft discovery to the Debtors (.4); review documents in connection with preparation of same (1.2); call with Akin team re: same (.4). | 2.00 |
| 02/27/20 | MAL | 0013 Call with lit team re: 2004 discovery requests (.4); review revised discovery requests (.4). | 0.80 |
| 02/27/20 | MLB | 0013 Comment on pre-petition activity 2004 discovery and related issues. | 1.60 |
| 02/27/20 | LML | 0013 Review and revise 2004 discovery requests (.6); call with internal Akin team re: strategy for discovery needs (.4); follow up re: same (.3). | 1.30 |
| 02/27/20 | DP | 0013 Call with Akin team re: prepetition investigation discovery (.4); revise draft Rule 2004 discovery requests (2.2); revise same re: comments by Akin Lit (1.0); analyze materials in preparation re: same (.4); research issues re: same (.6). | 4.60 |
| 02/27/20 | JAT | 0013 Participate in call with lit team re: 2004 process. | 0.40 |
| 02/27/20 | ACP | 0013 Review discovery directed to Debtors in connection with Rule 2004 requests (.3); call with Akin team re: same (.4). | 0.70 |
| 02/28/20 | MAL | 0013 Review revised 2004 requests (.4); emails with Akin team re: same (.3). | 0.70 |
| 02/28/20 | MLB | 0013 Comment on and revise request re: 2004 investigation discovery. | 1.40 |
| 02/28/20 | LML | 0013 Review and revise 2004 discovery requests. | 1.40 |
| 02/28/20 | DP | 0013 Revise prepetition investigation Rule 2004 discovery requests (2.1); research publicly available materials re: same (1.5). | 3.60 |
| 02/29/20 | DP | 0013 Finalize (.2) and file (.2) prepetition investigation Rule 2004 discovery requests. | 0.40 |
| 02/11/20 | PCC | 0015 Email S. Alexander re: collateral review. | 0.10 |
| 02/18/20 | PCC | 0015 Email M. Lahaie re: collateral review. | 0.20 |
| 02/14/20 | MRG | 0016 Draft joinder to debtors' objection to lift stay motion (.4); correspond with J. Thompson re: same (.1). | 0.50 |
| 02/18/20 | JAT | 0016 Review and summarize Nash motions. | 0.50 |
| 02/25/20 | MLB | 0016 Review and analyze lift stay motion (.5); comment on lift stay response (.8). | 1.30 |
| 02/05/20 | LEP | 0017 Review and respond to correspondence re litigation updates to team. | 1.40 |
| 02/07/20 | LML | 0017 Confer with internal Akin team re: case status and potential discovery needs (.4); work on follow up re: same (.4). | 0.80 |
| 02/12/20 | DP | 0017 Analyze Debtors' motion to extend removal deadlines. | 0.30 |
| 02/25/20 | LML | 0017 Review and analyze key litigation summaries. | 0.20 |
| 02/04/20 | SD | 0018 Check data room for new tax items for diligence. | 0.40 |
| 02/17/20 | HBJ | 0018 Review Statement of Financial Affairs re: tax issues. | 0.40 |
| 02/18/20 | SD | 0018 Review APA re: tax issues (.9); provide comments to E. McGrady and H. Jacobson re: same (.5). | 1.40 |
| 02/19/20 | HBJ | 0018 Follow-up on tax issues in potential sale to prepare for Thursday call. | 0.80 |

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| 02/20/20 | HBJ | 0018 Prepare for (.3) and call with Akin Tax (.4), then with Akin and BRG re: tax issues arising in APA (.4); meet with S. Davidov and M. Caplan re: same (.3); review materials re: taxes (.4). | 1.80 |
| 02/20/20 | EDM | 0018 Call with tax counsel re: outstanding tax issues. | 0.40 |
| 02/20/20 | SD | 0018 Dean tax call with BRG (.4); internal tax calls (.4, .3); research publicly available info for tax basis of various assets (1.4). | 2.50 |
| 02/21/20 | HBJ | 0018 Review materials re: Dean tax liability. | 0.40 |
| 02/21/20 | SD | 0018 Further research on potential asset basis for 363 sale. | 0.40 |
| 02/24/20 | SD | 0018 Research on state tax and exemptions (1.4); review tax modeling (.4). | 1.80 |
| 02/25/20 | HBJ | 0018 Review materials for tax calls (.4); discussions with S. Davidov and M. Caplan to prepare for call with A&M and BRG Tax (.2); call with BRG, S. Davidov and M. Caplan re: same (.5); call with BRG and A&M Tax (.8); brief follow-up internal discussion with S. Davidov on additional items needed (.5). | 2.40 |
| 02/25/20 | SD | 0018 Call with BRG re: tax model and re: info needed for tax analysis (.5); call with BRG and A&M re: same (.8); call with Akin Tax re: same (.2); call with H. Jacobson re: follow-up informational requests (.5); email to BRG re: state tax exemptions (.6); review documents uploaded to data room re: tax issues (1.5). | 4.10 |
| 02/26/20 | SD | 0018 Review latest uploaded documentation re: tax items. | 0.30 |
| 02/27/20 | HBJ | 0018 Review discovery request list sent by BRG (.2); review S. Davidov edits to list (.6). | 0.80 |
| 02/27/20 | SD | 0018 Review discovery request list sent by BRG (.3); edit list and send to H. Jacobson (1.6); check data room for latest materials (.3). | 2.20 |
| 02/01/20 | AMA | 0019 Continue reviewing issues and facts re: payments to insiders. | 0.40 |
| 02/02/20 | AMA | 0019 Review revised email and employee waivers (.3); emails with Akin team re same (.2) | 0.50 |
| 02/03/20 | RK | 0019 Review labor documents in data room. | 0.20 |
| 02/04/20 | AMA | 0019 Continue reviewing waivers in connection with employee payments (.2); telephone call with Akin team (.5) and DPW team (.2) re email re employee payments. | 0.90 |
| 02/04/20 | ASF | 0019 Call with A. Adler re proposed employee programs and forms of waivers. | 0.50 |
| 02/05/20 | AMA | 0019 Review additional details re insider payments (1.6); emails with BRG team re same (.5); conference call with BRG team re same (.4). | 2.50 |
| 02/06/20 | AMA | 0019 Continue reviewing payments to insiders and underlying data (2.7); conference call with BRG re same (.4); emails with A&M, BRG and Akin teams re same (.3) | 3.40 |
| 02/08/20 | LHL | 0019 Review and comment re: labor issues in APA. | 2.50 |
| 02/08/20 | DEB | 0019 Review DFA revisions to APA re: labor matters, including L. Leyden comments re: same. | 0.60 |
| 02/08/20 | AMA | 0019 Emails (.2) and telephone calls (.4) with A. Farovitch re issues in DFA APA; review same (1.6); prepare issues list re same (.7). | 2.90 |
| 02/08/20 | ASF | 0019 Review DFA's draft asset purchase agreement with respect to compensation and employee benefits matters (3.0); draft issues list re the same (1.9); call (.4) and correspondence (.6) with A. Adler re the same. | 5.90 |
| 02/08/20 | JMC | 0019 Review draft APA and related correspondence re: labor and pension issues (.8); send email to L. Leyden re: APA pension and labor issues (.2); review and revise pension chart based on updated documents uploaded to data room (2.7). | 3.70 |
| 02/09/20 | LHL | 0019 Review and comment re: revised APA. | 1.50 |
| 02/09/20 | DEB | 0019 Review debtor comments to DFA APA (.3); review correspondence with labor and benefits team re: labor and pension comments to same (.4). | 0.70 |
| 02/09/20 | RK | 0019 Review draft asset purchase agreement from labor perspective (.3); emails with L. Leyden and A. Adler re: same (.2). | 0.60 |
| 02/09/20 | AMA | 0019 Review revised draft of Dean Foods/DFA APA from labor perspective (2.5); emails (.7) and telephone call (.5) with A. Farovitch re same; | 5.30 |

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| 02/09/20 | ASF | 0019 review draft disclosure schedules (1.6). Review Debtors' revised draft of the asset purchase agreement with respect to compensation and employee benefits matters (2.5); revised issues list with respect to the same (1.1); correspondence (.5) and call (.5) with A. Adler re the same. | 4.60 |
| 02/10/20 | ASF | 0019 Revise issues list re draft asset purchase agreement and disclosure schedules. | 1.10 |
| 02/11/20 | INF | 0019 Review and summarize pension analysis documents (1.2); send update to Labor and Pension team (.2). | 1.40 |
| 02/11/20 | JMC | 0019 Review pension analysis chart uploaded to data room. | 0.60 |
| 02/12/20 | LHL | 0019 Review and comment re: revised APA from labor perspective (1.5); email with E. McGrady re: same (.3); call with J. Chatalian re: same (.2). | 2.00 |
| 02/12/20 | DEB | 0019 Review labor and pension diligence summary from I. Forbes (.1); review correspondence from labor team and advisors re: labor and pension diligence (.2); review labor and pension documents re: same (.2); review DFA revisions to APA re: labor matters, including L. Leyden comments re: same (.5). | 1.00 |
| 02/12/20 | RK | 0019 Emails with I. Forbes, D. Busching, L. Leyden, E. Field, and J. Chatalian re: pension analysis (.4); review pension analysis (3.0). | 3.40 |
| 02/12/20 | AMA | 0019 Conference call with A&M, Dean Foods, and DPW re payments to insiders (1.3); review revised draft of DFA APA from labor perspective (1.0); emails with Akin team re issues in same (.5). | 2.80 |
| 02/12/20 | ASF | 0019 Review DFA's draft of revised asset purchase agreement re compensation and employee benefits matters. | 0.60 |
| 02/12/20 | JMC | 0019 Teleconference with L. Leyden re: pensions and potential asset sale (.2); review email and documents provided by BRG (.4); email BRG to request documents (.1); send follow-up email to BRG attaching documents requested by BRG (.2); review red lines to APA (1.2); correspond with E. Field re: pensions (.2); email correspondence with L. Leyden and E. Field re: pensions (.3); review pension documents to prepare responses to L. Leyden's questions re: pensions (.5). | 3.10 |
| 02/13/20 | LHL | 0019 Correspondence with E. McGrady re: labor issues in APA. | 0.20 |
| 02/13/20 | AMA | 0019 Review BRG proposed list of follow up questions re insider payments within one year (.4); revise same (.7). | 1.20 |
| 02/13/20 | JMC | 0019 Formulate responses to pension questions posed by L. Leyden (.8); review relevant diligence (.5). | 1.30 |
| 02/14/20 | MRG | 0019 Review objection to KERP/STIP motion (.2); draft summary re: same (.8). | 1.00 |
| 02/14/20 | AMA | 0019 Continue reviewing materials related to payments to insiders (1.0); emails with BRG re same (.7). | 1.70 |
| 02/17/20 | MAL | 0019 Review KERP objection (.4); summary of objection and emails re: same (.2). | 0.60 |
| 02/17/20 | MLB | 0019 Review and analyze KEIP/KERP motion and related pleadings. | 0.90 |
| 02/17/20 | DEB | 0019 Review press release re: DFA APA re: labor matters (.1); review notice of stalking horse APA and final DFA APA re: labor matters (.3). | 0.40 |
| 02/18/20 | LHL | 0019 Review labor documents re: DFA bid. | 2.00 |
| 02/18/20 | MAL | 0019 Review STIP/KERP reply and emails re: same. | 0.50 |
| 02/18/20 | JAT | 0019 Review emails re: KERP pleadings (.4); review Debtors' reply to same (.3). | 0.70 |
| 02/18/20 | AMA | 0019 Review final stalking horse bid APA and committee deck related thereto from labor perspective (1.3); review Teamsters objection to the 2020 STIP and KERP and Debtors reply (1.0). | 2.30 |
| 02/18/20 | ASF | 0019 Review International Brotherhood of Teamsters objection to the Debtors' proposed employee programs (.3); review status of asset purchase agreement and impact on proposed employee programs (.4). | 0.70 |
| 02/18/20 | JMC | 0019 Review and revise charts re: pension obligations. | 2.90 |
| 02/19/20 | LHL | 0019 Correspond with E. McGrady re: pension matters (.1); review BRG data | 1.10 |

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| | | re: DFA APA (1.0). | |
| 02/19/20 | AMA | 0019 Continue reviewing materials related to insider payments (.5); emails with BRG and Akin teams re same (.4). | 0.90 |
| 02/20/20 | EDF | 0019 Review estimated withdrawal liability claims (.7); email to J. Chatalian re: same (.1). | 0.00 |
| 02/20/20 | RK | 0019 Review labor documents in data room (.1); emails with I. Forbes re: same (.1). | 0.20 |
| 02/20/20 | AMA | 0019 Continue reviewing BRG deck re insider payments and related documents/agreements (2.2); emails with BRG team and Akin team re same (1.0). | 3.20 |
| 02/20/20 | JMC | 0019 Review and revise pension chart (1.1); send email to E. Field re: same (.2). | 1.30 |
| 02/21/20 | LHL | 0019 Review and comment re: pension analysis. | 1.00 |
| 02/21/20 | EDF | 0019 Review revised withdrawal liability estimates. | 0.00 |
| 02/21/20 | AMA | 0019 Emails with BRG re insider payments. | 0.20 |
| 02/21/20 | JMC | 0019 Review and revise chart re: pensions (3.6); correspond with L. Leyden and E. Field re: same (.3). | 3.80 |
| 02/22/20 | DEB | 0019 Review hearing transcript re: labor matters. | 0.40 |
| 02/24/20 | RK | 0019 Review labor documents in data room (.4); emails with I. Forbes re: same (.2). | 0.60 |
| 02/24/20 | AMA | 0019 Review revised deck re payments to insiders (1.3); emails with Akin team and BRG team re same (.7); call with BRG re: same (.4); confer with A. Farovitch re: same (.1). | 2.40 |
| 02/24/20 | ASF | 0019 Review diligence re payments to Debtors' employees pre-petition (.4); conference with A. Adler re the same (.1). | 0.50 |
| 02/25/20 | DEB | 0019 Review summary of labor diligence from I. Forbes (.1); review labor documents re: same (.2). | 0.30 |
| 02/25/20 | RK | 0019 Emails with I. Forbes re: labor documents. | 0.30 |
| 02/25/20 | INF | 0019 Review and analyze additional labor and employment documents provided by company (1.5); send summary to labor and pension team (.1). | 1.60 |
| 02/25/20 | AMA | 0019 Review revised drafts of BRG decks re payments to insiders and underlying documentation (1.0); mark up same (.5); emails with Akin team and BRG team re same (.5). | 2.00 |
| 02/26/20 | LHL | 0019 Review and comment re: discovery requests (.4); correspond with E. McGrady re: APA (.4); review CBA summary chart (.5). | 1.30 |
| 02/26/20 | AMA | 0019 Emails with Akin team re compensation-related diligence requests. | 0.30 |
| 02/27/20 | LHL | 0019 Correspondence with E. McGrady re: labor matters (.4); telephone conference with D. Busching and J. Crowley re: same (.5). | 0.90 |
| 02/27/20 | DEB | 0019 Conferences with L. Leyden and J. Crowley re: labor matters (.5); review and exchange correspondence with L. Leyden and debtors counsel re: same (.1). | 0.60 |
| 02/28/20 | LHL | 0019 Telephone conference with J. Crandall, D. Busching and E. Moskowitz re: labor matters (.3); correspond with E. McGrady re: same (.5); review summary re: labor and pension diligence (1.1). | 1.90 |
| 02/28/20 | DEB | 0019 Conference with L. Leyden and debtors counsel re: pensions (.3); exchange correspondence with labor team re: same (.1); review correspondence from labor team re: labor diligence (.1). | 0.50 |
| 02/28/20 | INF | 0019 Review data room for labor/pension updates (1.3); draft update to labor and pension team (.7). | 2.00 |
| 02/28/20 | JMC | 0019 Review correspondence from L. Leyden re: pensions (.2); review files for pension diligence (.2). | 0.40 |
| 02/03/20 | HAT | 0020 Correspondence re: draft background paper (.2); review press and updates re: company and sector (.4); correspondence and review materials re: potential legislative action on sector issues (.2). | 0.80 |
| 02/03/20 | SGD | 0020 Gather and review intelligence from Senate offices re dairy industry. | 1.80 |
| 02/03/20 | OO | 0020 Analyze local geographic overlap between potential bidders. | 1.50 |

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| 02/03/20 | MEK | 0020 Continue review of materials provided by FAs and draft report re: competitive overlaps with potential bidders. | 4.60 |
| 02/03/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.90 |
| 02/04/20 | HAT | 0020 Review press re: company and sector (.3); correspondence re: background materials (.2); prep for next day calls (.2). | 0.70 |
| 02/04/20 | SGD | 0020 Review R. Robinson report. | 0.20 |
| 02/04/20 | EDM | 0020 Telephone call with antitrust team re: DFA bid and related antitrust issues. | 0.40 |
| 02/04/20 | CWR | 0020 Call with Akin team re: upcoming UCC call and re: update on bid process (.4); discuss overlap issues and spreadsheet with R. Neuronal and M. Khader; (.2); review materials re: potential overlaps (.2); e-mails re: next steps (.3). | 1.10 |
| 02/04/20 | GJ | 0020 Review regulatory materials provided by DFA (1.3); call re geographic market and sector overlaps (.4). | 1.70 |
| 02/04/20 | OO | 0020 Analyze local geographic overlap for potential bidders and general antitrust issues re: pending deal (6.1); call re: antitrust analysis re: potential bidders (.4). | 6.50 |
| 02/04/20 | CTS | 0020 Email M. Khader and R. Ojuronbe re: antitrust asset research project (.4); review, research and update Excel spreadsheet accordingly with relevant information (2.7). | 3.10 |
| 02/04/20 | MEK | 0020 Review new data room diligence documents for antitrust diligence (2.0); discussions re: progress of antitrust review and preparations for call with creditors committee re: sale process (.9); draft edits to overlaps analysis chart and conduct additional research re: antitrust framework for milk products (3.7). | 6.60 |
| 02/04/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.20 |
| 02/05/20 | HAT | 0020 Review press re: company and sector. | 0.30 |
| 02/05/20 | SGD | 0020 Review intelligence report. | 0.20 |
| 02/05/20 | CWR | 0020 Emails re: status of receiving DFA bid and getting antitrust comfort re: potential deal. | 0.20 |
| 02/05/20 | OO | 0020 Conduct product and local geographical overlap for potential bidders re: transaction. | 2.60 |
| 02/05/20 | OO | 0020 Review of data room documents to analyze antitrust data. | 1.10 |
| 02/05/20 | CTS | 0020 Continue antitrust research and updat Excel spreadsheet for same (.4); correspond with M. Khader and R. Ojuronbe re: missing information and other follow-up questions (.2); revise spreadsheet accordingly with new information (1.3); circulate to team for review (.1). | 2.00 |
| 02/05/20 | MEK | 0020 Conduct research to identify affiliate bidder facilities and draft additional edits to overlap analysis chart. | 3.50 |
| 02/06/20 | HAT | 0020 Review press re: company and dairy sector issues (.4); correspondence and follow up re: review of business plan antitrust issues (.8). | 1.20 |
| 02/06/20 | SGD | 0020 Discussion with congressional office re: dairy issues in western part of his state (.8); review intelligence report (.2). | 1.00 |
| 02/06/20 | JRT | 0020 Review media. | 0.20 |
| 02/06/20 | CWR | 0020 Communications re: upcoming call with DFA re: potential overlaps (.2); assess potential overlaps based on plant locations (.4); emails re: same (.2). | 0.80 |
| 02/06/20 | GJ | 0020 Correspondence with DFA re correspondence with DOJ and basis for prospects for clearance (.5); analyze fluid milk and school milk overlaps with DFA and Borden (.9). | 1.40 |
| 02/06/20 | OO | 0020 Analyze product and local geographic overlap for potential bidders, in addition to regional players per product market. | 5.10 |
| 02/06/20 | CTS | 0020 Update antitrust related data spreadsheet with relevant information. | 2.60 |
| 02/06/20 | MEK | 0020 Conduct research to identify and evaluate market concentration in areas with competitive overlaps. | 1.20 |
| 02/06/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.10 |
| 02/07/20 | HAT | 0020 Emails re economic and market data issues. | 0.70 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/07/20 | SGD | 0020 Review intelligence report re: dairy industry. | 0.20 |
| 02/07/20 | EDM | 0020 Call with DFA counsel re: antitrust issues. | 0.40 |
| 02/07/20 | MAL | 0020 Call with company advisors re: antitrust issues. | 0.40 |
| 02/07/20 | CWR | 0020 Call with counsel for DFA re: their perspective on antitrust overlaps (.4); follow-up re: same (.2); review overlap spreadsheet to consider breadth of issues (.3); discuss same with team (.2); emails re: same, draft agreement terms and getting materials from debtors (.3). | 1.40 |
| 02/07/20 | GJ | 0020 Prepare for (.5) and participate in (.4) conference with DFA re antitrust risk. | 0.90 |
| 02/07/20 | OO | 0020 Research potential overlap and antitrust issue re: potential transaction and proposed bidders (3.3); call re: same (.4). | 3.70 |
| 02/07/20 | CTS | 0020 Review Excel spreadsheet (.2); research information and update spreadsheet accordingly (1.6); correspond with M. Khader and R. Ojurongbe re: final spreadsheet (.1); save and circulate to team for review (.1). | 2.00 |
| 02/07/20 | MEK | 0020 Review updated bidder plant data and draft additional edits to overlap analysis chart (2.0); conduct further review of data room to evaluate competitively significant documents relating to fluid milk production (2.1); call with DFA counsel to discuss antitrust considerations (.4). | 4.50 |
| 02/07/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters (.9); research 2009 dairy economic loss assistance program (.7). | 1.60 |
| 02/10/20 | HAT | 0020 Review press and updates re: company and sector (.3); review correspondence and materials for next day discussion re: economic and market issues (.5). | 0.80 |
| 02/10/20 | SGD | 0020 Review intelligence report re: dairy industry. | 0.20 |
| 02/10/20 | MAL | 0020 Call with company antitrust counsel re: potential transaction. | 0.50 |
| 02/10/20 | CWR | 0020 Review materials from Davis Polk in preparation for call with A. Burke (.5); discuss same with internal team (.3); participate in call with A. Burke re: antitrust analysis and DOJ interaction (.5); emails with team re: focus of continued review (.3). | 1.60 |
| 02/10/20 | GJ | 0020 Review overlaps between dairies. | 1.10 |
| 02/10/20 | MEK | 0020 Review DFA facilities identified by FAs (.7); draft overlap map to evaluate antitrust risk in concentrated geographic markets for fluid milk (1.9). | 2.60 |
| 02/10/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.80 |
| 02/11/20 | HAT | 0020 Prep for (.3) and call (.2) with advisors re: market issues; meeting with staff re: same and other policy considerations (.3); review press re: company and sector issues (.2). | 1.00 |
| 02/11/20 | SGD | 0020 Review intelligence report. | 0.20 |
| 02/11/20 | CWR | 0020 Review and comment on Debtor's stalking horse motion (.8); discuss feedback with J. Thompson (.2); emails with antitrust team re: same (.4). | 1.40 |
| 02/11/20 | OO | 0020 Review of stalking horse bid procedures for potential antitrust concerns (1.6); analyze overlap and antitrust implications re: potential transaction (1.1). | 2.70 |
| 02/12/20 | HAT | 0020 Review press re: company and sector (.3); prep for and call with staff, committee, and company re: updates and outlook (2.0); follow up re: same (.2). | 2.50 |
| 02/12/20 | SGD | 0020 Review intelligence report re: dairy industry. | 0.20 |
| 02/12/20 | JRT | 0020 Call with BRG (.5); communications re: research into local dairy markets (.5); correspond internally re: debtor communications plan (.6). | 1.60 |
| 02/12/20 | RCR | 0020 Research Congressional representation for Dean Foods facilities (2.1); monitor media coverage related to Dean Foods and dairy industry matters (1.1). | 3.20 |
| 02/13/20 | HAT | 0020 Correspond with staff re: market and related issues (.8); review press and materials re: company and sector (.4). | 1.20 |
| 02/13/20 | SGD | 0020 Review intelligence report | 0.10 |
| 02/13/20 | CWR | 0020 Correspond with team re: antitrust provisions in the recent DFA offer | 0.70 |

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| | | and next steps. | |
| 02/13/20 | OO | 0020 Analyze nearby competitor overlap for potential bidders re: transaction. | 0.60 |
| 02/13/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.30 |
| 02/14/20 | HAT | 0020 Review press re: company and sector (.3); correspondence re: timing and next steps (.7). | 1.00 |
| 02/14/20 | CWR | 0020 Review revised antitrust provisions in bid (.2); email re: implications of same and potential next steps (.3). | 0.50 |
| 02/17/20 | SGD | 0020 Review APA re policy matters. | 1.00 |
| 02/17/20 | CWR | 0020 Call with BRG team re: regulatory analysis of proposed deal (.3); emails re overlaps of concern and competitors in different areas (.4); review materials re: same (.3); review and comment on draft press release (.3). | 1.30 |
| 02/17/20 | GJ | 0020 Review data about facilities and competing dairies re: antitrust issue (.5); prepare maps re same (.4); participate in discussion with Berkeley Consulting Group re: same (.5). | 1.40 |
| 02/18/20 | HAT | 0020 Review press re: company and sector (.3); review/comment on draft press release (.4); review correspondence and documents and materials on bid (1). | 1.70 |
| 02/18/20 | MAL | 0020 Call with DOJ re: bid (.3); emails re: same (.2). | 0.50 |
| 02/18/20 | CWR | 0020 Emails re: next steps in analyzing overlaps with R. Ojurongbe (.2); review materials from BRG related to DFA offer (.4); emails re: BRG data request and preparing for UCC (.3). | 0.90 |
| 02/18/20 | GJ | 0020 Review summary of third party data sources provided by BRG and inquire about the same from BRG re: antitrust review of DFA bid. | 0.60 |
| 02/18/20 | OO | 0020 Analyze local competitors for potential overlapping fluid milk plants (3.2); review of third party document request re: transaction (.3). | 3.50 |
| 02/18/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.00 |
| 02/19/20 | HAT | 0020 Review press re: DFA bid, company and sector. | 0.40 |
| 02/19/20 | SGD | 0020 Review media coverage summary. | 0.20 |
| 02/19/20 | JRT | 0020 Communications re: dairy data collection (.3); follow up re: hearing antitrust discussion (.3). | 0.60 |
| 02/19/20 | CWR | 0020 Review materials related to overlaps (.4); communications re: requests from BRG (.4). | 0.80 |
| 02/19/20 | GJ | 0020 Review DFA bid materials re: antitrust issues. | 0.40 |
| 02/19/20 | OO | 0020 Review product overlap and bid documents re: potential antitrust issues. | 4.60 |
| 02/19/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.50 |
| 02/20/20 | HAT | 0020 Review press re: company and sector issues (.3); review materials from prior day hearing (.7). | 1.00 |
| 02/20/20 | SGD | 0020 Review media compilation. | 0.20 |
| 02/20/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.50 |
| 02/21/20 | HAT | 0020 Review press re: company and sector issues (.2); correspondence and review transcript from hearing (.5). | 0.70 |
| 02/21/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 1.20 |
| 02/24/20 | HAT | 0020 Review press re: company and sector issues. | 0.30 |
| 02/24/20 | OO | 0020 Review of third party data re: antitrust risks. | 0.10 |
| 02/24/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.70 |
| 02/25/20 | HAT | 0020 Review press re: company and sector issues. | 0.20 |
| 02/26/20 | HAT | 0020 Review press re: company and sector issues. | 1.20 |
| 02/26/20 | HAT | 0020 Review press re: company and sector issues. | 0.30 |
| 02/26/20 | CWR | 0020 Communications with DPW re: Dean communications with DOJ. | 0.30 |
| 02/26/20 | GJ | 0020 Correspondence with Dean counsel re information requests and concerns identified by DOJ (.2); review information request prepared by BRG (.6). | 0.80 |
| 02/26/20 | OO | 0020 Draft due diligence information request re: pending transaction. | 1.20 |
| 02/26/20 | MEK | 0020 Review, discuss, and revise BFA information request to Dean counsel. | 0.40 |
| 02/27/20 | MAL | 0020 Call with DPW re: antitrust issues. | 0.50 |
| 02/27/20 | CWR | 0020 Participate in call with A. Burke and B. Miller re: status of discussions with DOJ and DFA (.7); prepare for same call by reviewing notes (.1); | 1.40 |

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| | | emails discussing next steps and materials from DOJ meetings (.4); review materials that might impact DOJ consideration of deal (.2). | |
| 02/27/20 | OO | 0020 Review party documents in response to information request and analyze relevant antitrust issues. | 0.90 |
| 02/27/20 | MEK | 0020 Review, analyze, and discuss materials from meetings between DOJ and David Polk. | 1.10 |
| 02/27/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.70 |
| 02/28/20 | GJ | 0020 Prepare for (.4) and participate in (.4) conference with debtor counsel re status of DOJ discussions and key overlaps. | 0.80 |
| 02/28/20 | RCR | 0020 Monitor media coverage of Dean Foods and dairy industry matters. | 0.80 |
| 02/01/20 | PCD | 0023 Emails re: sale status and diligence re: same. | 0.20 |
| 02/01/20 | OO | 0023 Analyze local geographic overlap between client and bidders in preparation for potential transaction. | 1.60 |
| 02/03/20 | PCD | 0023 Call with Debtors' advisors re: sale process issues (.4); call with UCC advisors re: milestones (.5); correspond internally re: sale issues and related matters (.2). | 1.10 |
| 02/03/20 | EDM | 0023 Telephone call with Davis Polk (.4) and committee professionals (.5) re: DIP milestone changes and DFA bid update. | 1.30 |
| 02/03/20 | JFN | 0023 Correspond internally re: sale update (.3); review emails re: proposals (.3); review same (.3, .2); participate in call with Debtors re: same (.4); review upcoming dates (.2); review various internal communications related to sale issues (.5). | 2.20 |
| 02/03/20 | MAL | 0023 Call with UCC advisors re: proposed milestone amendments (.5); call with company advisors re: same (.4); review materials re: same (.4); correspondence re: same (1.5). | 2.80 |
| 02/04/20 | EDM | 0023 Telephone call with Debtor professionals re: sales process (.7); review access letter (.1); review diligence process re: sale (.5); discuss same with A. Steed (.4). | 1.70 |
| 02/04/20 | JFN | 0023 Review documents and communications related to bids and sale process. | 1.30 |
| 02/04/20 | MAL | 0023 Akin team call re: potential DFA transaction (.4); sale update call with EVR and UCC advisors re: same (.7); emails re: milestones (.7); call with B. Britton re: same (.3); emails with UCC advisors re: DFA bid (.7). | 2.80 |
| 02/04/20 | JAT | 0023 Participate in call with Debtors' advisors re: status of sale. | 0.70 |
| 02/04/20 | ALS | 0023 Confer with internal team re: sale process update. | 0.40 |
| 02/04/20 | WCP | 0023 Prepare for (.5) and participate in (.7) sale process discussion with UCC advisors in connection with revised bids. | 1.20 |
| 02/05/20 | EDM | 0023 Attend call with DFA re: updated bid. | 0.70 |
| 02/05/20 | MAL | 0023 Call with DFA advisors re: bid (.7); call with committee, debtor advisors re: same (.6); related follow-up (.5). | 1.80 |
| 02/05/20 | JAT | 0023 Participate in call with Akin and Latham re: status of sale. | 0.70 |
| 02/05/20 | ALS | 0023 Participate in call re: stalking horse bid (.7); correspond internally re: sale process update (.6); review virtual data room documents re: excluded business assets and prepare summary analysis re: same (3.6). | 4.90 |
| 02/05/20 | WCP | 0023 Correspond internally re: workstream re analysis of excluded assets based on data site documents in connection with analyzing bid for assets. | 0.40 |
| 02/06/20 | JRT | 0023 Follow up with M. Lahaie re: company rollout strategy (.3); correspond internally re: upcoming call with bidder (.3). | 0.60 |
| 02/06/20 | PCD | 0023 Call with Company re: sale process issues (.3); emails re: same (.2); confer with I. Dizengoff re: same (.1). | 0.60 |
| 02/06/20 | MAL | 0023 Call with company (.3), UCC advisors (.1) re: M&A status, potential stalking horse bid; emails re: same (.6); confer with I. Dizengoff re: same (.1); discuss company rollout with J. Tucker (.3). | 1.40 |
| 02/06/20 | ALS | 0023 Review virtual data room documents re: excluded business assets (2.4); prepare summary analysis re: same (1.5). | 3.90 |
| 02/07/20 | PCD | 0023 Call with B. Resnick re: sale process issues (.4); emails re: same (.3); | 1.50 |

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| | | review DFA materials (.8). | |
| 02/07/20 | EDM | 0023 Call with Committee professionals re: DFA bid analysis (.9); review and revise APA (4.1); draft issues list (2.4). | 7.40 |
| 02/07/20 | JFN | 0023 Participate in internal update call re: received bids and go forward strategy (.6) and various communications re: same (.2). | 0.80 |
| 02/07/20 | MAL | 0023 Process call with MB, BRG and Akin teams (.9); call with lit team re: M&A status and issues (.5); review bid documents (1.0); emails with Akin, MB and BRG teams re: same (1.0); update call with DFA advisors (.5); emails re: NDA issues associated with bid documents (.4); review NDA revisions re: same (.3); update call with B. Resnick (.4); review and comment on bid procedures (1.5). | 6.50 |
| 02/07/20 | MLB | 0023 Review and analyze background facts and issues re: upcoming proposed bid procedures. | 1.20 |
| 02/07/20 | MLB | 0023 Prepare discovery re: upcoming bid procedures motion. | 1.30 |
| 02/07/20 | DP | 0023 Call with Akin FR and Akin Lit re: discovery issues re: bidding procedures. | 0.50 |
| 02/07/20 | JAT | 0023 Review APA (.8); emails re: same (.3); call with DFA advisors re: same (.5); call with associate team re: same (.2); call with litigation team re: same (.5); follow up correspondence with M. Lahaie re: same (.2); revise confidentiality letter for same (.9); emails re: confidentiality letter (.2). | 3.60 |
| 02/07/20 | ALS | 0023 Revise summary re: updated stalking horse asset purchase agreement (2.3); monitor and review uploads re: virtual data room and prepare summary re: same (1.1); correspond with internal team re: sale process update (.4). | 3.80 |
| 02/07/20 | WCP | 0023 Draft summary of excluded assets in response to internal question in connection with recently received bids (.4); review newly received bid for certain assets (.6); draft issues list based on issues from review of bid (1.5); incorporate internal comments into draft (.5); prepare for and participate in call with UCC advisors re status of various counterparties in connection with a potential sale transaction (.7). | 3.70 |
| 02/07/20 | KNM | 0023 Correspond with Akin Lit re: discovery related to potential bid. | 0.20 |
| 02/07/20 | ACP | 0023 Review bankruptcy filings re: sale issues. | 0.30 |
| 02/08/20 | EDM | 0023 Review and revise APA (1.9); draft issues list (.8); review summary of APA for presentation (.5). | 3.20 |
| 02/08/20 | MAL | 0023 Emails re: DFA transaction. | 0.50 |
| 02/08/20 | WCP | 0023 Draft power point summary slides summarizing terms of recently received bid. | 1.90 |
| 02/09/20 | HBJ | 0023 Review draft DFA APA (.9); provide comments to E. McGrady (.3). | 1.20 |
| 02/09/20 | PCD | 0023 Review sale materials (.8); call with DPW (.5) and Committee advisors (.3) re: same; emails re: same (.1). | 1.70 |
| 02/09/20 | EDM | 0023 Review and revise APA (2.8); draft issues list (1.6); review summary of APA for presentation (.9). | 5.30 |
| 02/09/20 | MAL | 0023 Review materials re: DFA transaction (1.0); update call with DPW (.5); related follow up with UCC advisors (.3). | 1.80 |
| 02/09/20 | DP | 0023 Email with Akin Lit re: draft discovery requests re: bidding procedures (.2); review samples re: same (.4). | 0.60 |
| 02/09/20 | JAT | 0023 Review emails re: DFA bid (.7); review slides re: same (.5). | 1.20 |
| 02/09/20 | ALS | 0023 Review virtual data room documents re: excluded business assets (1.5); prepare summary analysis re: same (1.1). | 2.60 |
| 02/09/20 | WCP | 0023 Review newly received bid for debtor assets (1.0); revise summary of bid based on internal comments and review of bid (1.5). | 2.50 |
| 02/09/20 | KNM | 0023 Review correspondence re: bid procedures discovery (.2); correspond with Akin Lit re: same (.2); draft deposition notices re: same (.2). | 0.60 |
| 02/10/20 | PCD | 0023 Review sale materials (.9); call with I. Dizengoff re: status (.1); emails re: same (.1). | 1.10 |
| 02/10/20 | EDM | 0023 Review and revise APA (1.0); draft issues list (.9); review summary of APA for presentation (.7); review schedules (.5); review DFA summary | 4.00 |

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| | | (.6); review bid procedures (.3). | |
| 02/10/20 | JFN | 0023 Review emails related to bid procedures. | 0.40 |
| 02/10/20 | MAL | 0023 Emails re: potential transaction with UCC advisors (1.5); emails re: draft bid procedures motion and begin review of same (.9). | 2.40 |
| 02/10/20 | MLB | 0023 Prepare discovery re: upcoming bid procedures motion. | 1.80 |
| 02/10/20 | LML | 0023 Review and analyze updates re: DFA bid and bid procedures motion. | 0.40 |
| 02/10/20 | DP | 0023 Emails with Akin lit re: bidding procedures (.1); revise draft document requests re: bidding procedures (1.0); review draft bidding procedures motion (.8). | 1.90 |
| 02/10/20 | JAT | 0023 Review sale decks (.7); review bid procedures (2.8). | 3.50 |
| 02/10/20 | WCP | 0023 Review draft bid procedures recently received from company (.6); provide comments based on review of precedent transaction procedures and internal team comments (1.5). | 2.10 |
| 02/10/20 | LEP | 0023 Draft, revise, and edit document requests re bidding procedures motion (4.3); analyze discovery process re bidding procedures motion (1.4). | 5.70 |
| 02/10/20 | KNM | 0023 Review and analyze bidding procedures motion (2.1); draft deposition notices re: same (.5). | 2.60 |
| 02/11/20 | PCD | 0023 Calls re: sale process and bids (1.4); review materials re: same (.7); emails re: same (.2); confer with M. Lahaie re: same (.3); confer with I. Dizengoff re: same (.1). | 2.70 |
| 02/11/20 | EDM | 0023 Revise issues list for APA (2.4); review and revise bid procedures (2.1); multiple correspondence with working group re: same (.6). | 5.10 |
| 02/11/20 | MAL | 0023 Update call with company advisors re: M&A process (.9); confer with P. Dublin re: potential transaction and next steps (.3); confer with I. Dizengoff re same (.1); review and comment on bid procedures motion and emails with Akin team re: same (.9); emails re: same (.2). | 2.40 |
| 02/11/20 | MLB | 0023 Draft bid procedures motion discovery request (2.1); develop litigation approach for bid procedures motion (1.3). | 3.40 |
| 02/11/20 | LML | 0023 Review bid procedures discovery. | 0.40 |
| 02/11/20 | DP | 0023 Comment on draft bidding procedures motion (.4); revise discovery requests re: bidding procedures (1.4); research procedural issues re: same (.4); revise deposition notices re: same (.5); emails to Akin FR and Akin Lit re: draft discovery requests (.5); confer with K. Miller re: same (.2). | 3.40 |
| 02/11/20 | JAT | 0023 Comment on bid procedures motion (5.6); correspond internally re: same (.2); discuss same with C. Roush (.2). | 6.00 |
| 02/11/20 | ALS | 0023 Review virtual data room documents re: excluded business assets (1.2); update summary analysis re: same (1.6). | 2.80 |
| 02/11/20 | WCP | 0023 Review legal/diligence summary of excluded assets and provide comments based on reference to underlying documents. | 1.30 |
| 02/11/20 | LEP | 0023 Revise and edit document requests re bidding procedures motion. | 0.40 |
| 02/11/20 | KNM | 0023 Draft deposition notice re: bidding procedures motion (.3); draft deposition topics re: same (1.0); confer with D. Park re: same (.2); confer with D. Staber re: same (.2). | 1.70 |
| 02/11/20 | MEK | 0023 Discuss process and conduct review of bidding procedures motion to identify antitrust concerns. | 1.60 |
| 02/12/20 | HBJ | 0023 Review DFA edits to APA (.3); correspond internally re: same (.1). | 0.40 |
| 02/12/20 | PCD | 0023 Review and comment on bid procedures (1.6); emails re: same (.2); correspond with advisors re: same (.6). | 2.40 |
| 02/12/20 | EDM | 0023 Review and analyze DFA bid and APA (3.9); multiple conversations with committee professionals re: same (.6); review and revise bidding procedures (1.2). | 5.70 |
| 02/12/20 | MAL | 0023 Review P. Dublin comments to bid procedures (.3); review revised draft of same (.8); correspond with UCC advisors re: potential transaction (.8). | 1.90 |
| 02/12/20 | CWR | 0023 Review revised agreement from DFA (.3); emails re: same (.2). | 0.50 |
| 02/12/20 | DP | 0023 Analyze issues re: bidding procedures (.8); revise discovery requests re: | 1.40 |

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| | | bidding procedures issues (.4); emails with Akin FR and Akin Lit re: same (.2). | |
| 02/12/20 | JAT | 0023 Revise bidding procedures. | 4.20 |
| 02/12/20 | ALS | 0023 Revise and circulate summary re: excluded business assets (1.4); review updates to virtual data room and prepare summary re: same (1.2); confer with internal team re: sale process update (.4). | 3.00 |
| 02/12/20 | OO | 0023 Review APA language re: potential deal. | 1.30 |
| 02/12/20 | MEK | 0023 Discuss and evaluate updated APA language. | 0.90 |
| 02/13/20 | HBJ | 0023 Review draft APA and disclosure schedules (.3); emails with E. McGrady re: same (.1). | 0.40 |
| 02/13/20 | PCD | 0023 Call with DIP advisors (.5) and M. Lahaie (.2) re: sale process and related issues; review sale documents (.8). | 1.50 |
| 02/13/20 | EDM | 0023 Review and analyze DFA bid and APA (2.2); correspond with committee professionals (1.2); review and revise bidding procedures (3.2); review and revise deck for committee re the same (2.1); draft APA issues list (1.0). | 9.70 |
| 02/13/20 | MAL | 0023 Call with DIP advisors re: potential transaction (.5); review revised bid procedures (.8); emails with UCC advisors re: potential sale transaction (1.0); review draft discovery requests re: potential transaction (.5); confer with P. Dublin re: same (.2). | 3.00 |
| 02/13/20 | JAT | 0023 Comment on sale order (1.2); call with DIP advisors re: sale (.5); correspond internally re: same (.4); review bid decks (.8); call with Rick Wright re: preference claims (.2); emails internally re: same (.5). | 3.60 |
| 02/13/20 | ALS | 0023 Revise incremental summary re: updated stalking horse asset purchase agreement (1.6); draft stand-alone summary re: final stalking horse asset purchase agreement (1.1). | 2.70 |
| 02/14/20 | PCD | 0023 Correspond internally re: sale issues (.6); review revised documents and analyses re: same (1.7). | 2.30 |
| 02/14/20 | EDM | 0023 Review and analyze DFA bid and APA (1.1); correspond with committee professionals re: same (1.2); review and revise bidding procedures (2.7); review and revise deck for committee re the same (1.1); draft APA issues list (2.1); revise sale motion (1.3). | 9.50 |
| 02/14/20 | MAL | 0023 Review revisions to bid procedures and emails re: same (1.5); review and comment on APA issues list (1.4); emails with UCC advisors re: status of bid documents (1.3); emails re: draft sale order (.3); update call with Paul Weiss re: potential transaction (.4); emails with UCC advisors re: same (.4). | 5.30 |
| 02/14/20 | DP | 0023 Hearing preparation re: bidding procedures. | 0.40 |
| 02/14/20 | JAT | 0023 Comment on bid procedures (3.9); emails re: same (.8); comment on sale order (.8); emails re: same (.4); summarize bid procedures (.8). | 6.70 |
| 02/14/20 | ALS | 0023 Review bid update materials (.4); revise incremental summary re: updated stalking horse asset purchase agreement (1.3); revise stand-alone summary re: updated final stalking horse asset purchase agreement (.6); confer with internal team re: sale process (.3). | 2.60 |
| 02/14/20 | MRG | 0023 Revise advisors' materials re: DFA bid (1.8); circulate same to internal team and advisors (.1); research bid procedures (2.6). | 4.50 |
| 02/15/20 | EDM | 0023 Review and revise deck for committee on DFA bid and bid procedures (3.1); multiple correspondence with committee professionals re: same (1.1). | 4.20 |
| 02/15/20 | PCC | 0023 Comment on Committee deck re: sale issues. | 0.30 |
| 02/15/20 | JAT | 0023 Revise bid slides (1.1); review emails with Akin, BRG, MB teams re: sale (1.0). | 2.10 |
| 02/15/20 | WCP | 0023 Prepare "legal issues list" insert for UCC presentation based on stalking horse APA. | 2.60 |
| 02/16/20 | PCD | 0023 Review and comment on portions of bid summary deck (1.2); emails re: same (.2); call with B. Resnick re: sale issues (.3); emails re: same (.2); review bid procedures language (.5); emails re: same (.1). | 2.50 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/16/20 | EDM | 0023 Review and revise deck for committee on DFA bid and bid procedures (4.6); multiple correspondence with committee professionals re: same (1.0); review bidding procedures (3.7). | 9.30 |
| 02/16/20 | MAL | 0023 Review DFA documents (1.0); review and comment on analysis re: same (1.5); review and comment on sale order (.6); update call with B. Resnick (.3); review press release and emails re: same (.3). | 3.70 |
| 02/16/20 | JAT | 0023 Revise deck re: bid (1.2); revise sale order (.9); emails with BRG, MB and Akin re: same (.8). | 2.90 |
| 02/16/20 | ALS | 0023 Revise stand-alone summary re: updated final stalking horse asset purchase agreement. | 0.80 |
| 02/16/20 | WCP | 0023 Review issues list of proposed modifications to the APA in connection with UCC approval. | 0.90 |
| 02/17/20 | HBJ | 0023 Review DFA Asset Purchase Agreement. | 0.40 |
| 02/17/20 | PCD | 0023 Review and comment on sale deck (1.3); emails re: same (.3); call with UCC advisors re: same (.4); emails re: sale motion and related issues (1.2); review sale motion and related materials (1.2). | 3.60 |
| 02/17/20 | EDM | 0023 Review and revise deck for committee on DFA bid and bid procedures (3.0); multiple correspondence with committee professionals re: same (2.0); review bidding procedures (1.6). | 6.60 |
| 02/17/20 | MAL | 0023 Review and comment on DFA transaction analyses (2.4); multiple calls (.7) and emails (.4) re: same with UCC advisors. | 3.50 |
| 02/17/20 | LML | 0023 Review and analyze summary of bid materials (.3); prepare for upcoming hearing and status conference re: same (.3). | 0.60 |
| 02/17/20 | PCC | 0023 Revise Committee deck re: APA and bidding procedures (5.8); call J. Thompson re: same (.4); summarize issues re: same (.6); email Rick Wright re: same (.1); analyze same (.3); review issue and email MB re: same (1.0); respond to MB re: same (.2). | 8.40 |
| 02/17/20 | JAT | 0023 Revise deck re: bid (5.8); emails re: same (.9); call with Rick Wright re: same (.1); call with P. Chen re: same (.4); correspond with E. McGrady re: same (.4). | 7.60 |
| 02/17/20 | ALS | 0023 Revise stand-alone summary re: final stalking horse asset purchase agreement (.6); review professional summary re: stalking horse bid (.4). | 1.00 |
| 02/17/20 | MRG | 0023 Research precedent re: bidding procedures. | 3.40 |
| 02/17/20 | WCP | 0023 Draft and review correspondence related to revised APA draft (.5); review revisions to in newly filed documents (.3). | 0.80 |
| 02/17/20 | OO | 0023 Review of financial advisor data/third party sources and bid documents re: transaction (.5); review of finalized bidding documents and update of overlap analysis chart (2.6); call with BRG re: antitrust issues in potential transaction (.3). | 3.40 |
| 02/17/20 | MEK | 0023 Review updated bid documents and press release (.9); revise competitive overlaps analysis to evaluate additional regional competitors and to account for new information re: excluded facilities (.7); call with BRG to discuss competitive analysis (.3). | 1.90 |
| 02/18/20 | HBJ | 0023 Review DFA Asset Purchase Agreement and summary of key terms (1.0); correspond with E. McGrady and S. Davidov re: same (.6); research re: potential property tax issues (.2). | 1.80 |
| 02/18/20 | SGD | 0023 Review numerous materials re announcement of DFA bid. | 0.40 |
| 02/18/20 | PCD | 0023 Emails re: sale issues (.3); review documents re: same (.6). | 0.90 |
| 02/18/20 | EDM | 0023 Attend update call on sale process with Evercore & Miller Buckfire (.6); prepare for UCC committee call (1.2). | 1.80 |
| 02/18/20 | MLB | 0023 Comment on 2004 examination discovery requests for production; re: bidding procedures. | 1.20 |
| 02/18/20 | JAT | 0023 Participate in call with Miller Buckfire and Evercore re: status of sale. | 0.60 |
| 02/18/20 | MRG | 0023 Conduct research re: bidding procedures. | 4.60 |
| 02/18/20 | MEK | 0023 Review and evaluate draft information request from BRG. | 0.50 |
| 02/19/20 | HAT | 0023 Review materials re: bid (.6); calls re: current status (1.5). | 2.10 |
| 02/19/20 | PCD | 0023 Emails re: sale issues. | 0.20 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/19/20 | MLB | 0023 Prepare bid procedure-related discovery request. | 1.50 |
| 02/19/20 | MRG | 0023 Research asset disposition and bidding procedures. | 3.10 |
| 02/19/20 | MEK | 0023 Review updated summary of DFA bid materials. | 0.60 |
| 02/20/20 | PCD | 0023 Emails re: sale process issues (.3); review sale related materials (.6). | 0.90 |
| 02/20/20 | EDM | 0023 Attention to diligence issues and review of APA issues (1.6); review of summary re: same (.7). | 2.30 |
| 02/20/20 | MAL | 0023 Call with B. Resnick re: sale process (.3); emails with UCC advisors, potential bidders re: same (.3). | 0.60 |
| 02/20/20 | JAT | 0023 Review bid procedure materials (2.7); call with M. Gardiner re: same (.3); draft same (2.4). | 5.40 |
| 02/20/20 | ALS | 0023 Correspond with internal team re: transaction next steps. | 0.30 |
| 02/20/20 | MRG | 0023 Call with J. Thompson re: bidding procedures (.3); research bidding procedures (5.8). | 6.10 |
| 02/20/20 | WCP | 0023 Review indicative summary materials provided by financial advisor in connection with potential bids on assets of the company (.5); draft and review correspondence with internal team in connection with such review (.3). | 0.80 |
| 02/21/20 | JRT | 0023 Follow up re: bid. | 0.40 |
| 02/21/20 | PCD | 0023 Call with potential bidders (.5); follow-up re: same (.2); review open diligence items re: same (.3). | 1.00 |
| 02/21/20 | MAL | 0023 Call with potential bidder re: sale process (.5); review materials re: same (.3); emails with Akin team re: bid procedures objection (.3); emails re: ad hoc diligence request (.3). | 1.40 |
| 02/21/20 | JAT | 0023 Review bid procedure research and materials (2.1); draft objection to bid procedures (3.2); review emails re: status of sale (.5). | 5.80 |
| 02/21/20 | MRG | 0023 Review precedent re: bidding procedures (2.3); draft filing re: same (5.1). | 7.40 |
| 02/22/20 | PCD | 0023 Emails re: sale process diligence. | 0.20 |
| 02/22/20 | JAT | 0023 Review emails re: status of sale. | 0.40 |
| 02/22/20 | MRG | 0023 Draft filing re: bidding procedures. | 1.90 |
| 02/24/20 | PCD | 0023 Emails re: sale process issues. | 0.30 |
| 02/24/20 | EDM | 0023 Review transaction issues (.9); draft issues list (1.1); analyze DFA draft agreement (.9). | 2.90 |
| 02/24/20 | MLB | 0023 Comment on bid procedures discovery. | 1.80 |
| 02/24/20 | LML | 0023 Review and analyze updates re: possible discovery in connection with bid procedures hearing. | 0.30 |
| 02/24/20 | JAT | 0023 Draft bidding procedures objection. | 1.90 |
| 02/24/20 | ALS | 0023 Prepare asset purchase agreement bid comparison chart re: competing bids. | 1.40 |
| 02/25/20 | PCD | 0023 Emails re: sale process issues (.3); call with company advisors re: same and related follow-up (.6). | 0.90 |
| 02/25/20 | EDM | 0023 Telephone conference with Debtors' investment bankers on sale updates (.6); telephone conference with potential bidders (.5); revise issues list (.8). | 1.90 |
| 02/25/20 | JAT | 0023 Draft objection to bidding procedures motion. | 4.10 |
| 02/26/20 | PCD | 0023 Emails re: sale process and scheduling meetings re: same (.2); review sale issues materials (1.7). | 1.90 |
| 02/26/20 | EDM | 0023 Review and revise DFA APA issues list (3.5); telephone conference with Debtors' counsel re: same (1.1); telephone conference with potential bidder (1.0). | 5.60 |
| 02/26/20 | JFN | 0023 Review sale related materials (.6); review communications re: same (.2). | 0.80 |
| 02/26/20 | MAL | 0023 Call with lit team re: bidding procedures discovery requests (.6); multiple follow-up with calls with P. Dublin re: same (.4); review and comment on revised discovery requests (.6); emails with lit team re: same (.2). | 1.80 |
| 02/26/20 | MAL | 0023 Emails re: scheduling meeting with DFA (.3); confer internally re: same (.2); emails re: antitrust issues (.5); emails re: call with teamsters to | 2.00 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | discuss sale process (.3); emails re: objection to bid procedures (.3); preliminary review of APA issues list (.4). | |
| 02/26/20 | MLB | 0023 Revise bid procedures discovery. | 1.20 |
| 02/26/20 | LML | 0023 Review and analyze updates re: case status and strategy for going forward (.7); confer with internal Akin team re: discovery needs re: possible bidding procedures (.6); review and revise possible bidding procedures discovery requests (.5). | 1.80 |
| 02/26/20 | PCC | 0023 Research issue re: bidding procedures. | 0.30 |
| 02/26/20 | DP | 0023 Draft discovery re: bidding procedures (.3); gather precedent re: same (.3); draft discovery requests re: bidding procedures (.6); analyze bidding procedure pleadings (.6); analyze issues list re: same (.4). | 2.20 |
| 02/26/20 | JAT | 0023 Participate in bidding procedures litigation strategy call (.4); review emails re: discovery re: same (.3). | 0.90 |
| 02/26/20 | JAT | 0023 Draft objection to bidding procedures motion (4.1); discuss same internally (.2). | 4.30 |
| 02/26/20 | WCP | 0023 Incorporate internal team comments into draft issues list/list of revisions to the stalking horse bid in connection with UCC approval. | 0.70 |
| 02/26/20 | LEP | 0023 Review and analyze Dean Foods SEC filings for prior years to determine relevant discovery requests (.5); draft discovery requests (1.8). | 2.30 |
| 02/27/20 | PCD | 0023 Review and comment on sale materials in prep for meeting with DFA and for discovery purposes (3.1); emails re: same (.3); call with team re: same (.5). | 3.90 |
| 02/27/20 | EDM | 0023 Telephone conference with Teamsters counsel re: bidding procedures (.7); review and revise issues list (3.4); telephone conferences with potential bidders (.5). | 4.60 |
| 02/27/20 | MAL | 0023 Call with committee member counsel re: sale process (.5); call with teamsters counsel re: same (.7); related follow-up (.2); call with Akin team re: bid procedure issues (.5); review filed version of bid procedure, motion, order and identify issues re: same (1.5); review comments to same from P. Dublin (.3); review issues list (.5); call with potential bidder (.2); review letters re: same (.6); call with DPW re same (.4); emails and call with UCC advisors re: same (1.0); call with PW re: same (.3). | 6.70 |
| 02/27/20 | MLB | 0023 Comment on bid procedures discovery. | 0.50 |
| 02/27/20 | PCC | 0023 Review issues and issues list re: APA and bidding procedures (2.1); draft section of objection re: same (3.1). | 5.20 |
| 02/27/20 | DP | 0023 Revise draft discovery requests re: bidding procedures. | 0.50 |
| 02/27/20 | JAT | 0023 Draft bidding procedures objection (5.1); review precedent for same (2.3); call with BRG re: same (.2); call with Teamsters re: issues to bidding procedures (.7). | 8.30 |
| 02/27/20 | MRG | 0023 Research precedent re: bidding procedures. | 1.60 |
| 02/27/20 | LEP | 0023 Draft discovery requests re bidding procedures motion (6.5); confer and correspond internally re same (1.2). | 7.70 |
| 02/27/20 | MRR | 0023 Research sale objections in other cases. | 2.60 |
| 02/28/20 | PCD | 0023 Emails re: sale issues and discovery (.2); review discovery drafts (.7); review other expressions of interest and related materials (.7); emails re: bid procedures (.3). | 1.90 |
| 02/28/20 | EDM | 0023 Multiple conference call with potential bidders (5.3); review bid procedures and DFA APA issues list (.9). | 1.70 |
| 02/28/20 | EDM | 0023 Review discovery requests and discussions with litigators re: discovery issues and bid procedures (1.5); review documentation re: same (1.3). | 2.80 |
| 02/28/20 | MAL | 0023 Call with potential bidder (.5, .4); emails re: same (.3); call with MB re: bid procedures declaration (.4); continue review of APA (2.0); begin review of alternative (.4); emails re: same (.3). | 4.30 |
| 02/28/20 | MLB | 0023 Draft bid procedures discovery (.8); participate in internal conference re bid procedures hearing and game plan for same (.6); develop bid procedures discovery (.8); call with L. Warrick re same (.3). | 2.50 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/28/20 | LML | 0023 Confer with internal litigation team re: strategy with respect to bidding procedures document production and confidentiality concerns (.3); work on follow-up re: same (.3); review and analyze Bid Procedures briefing and issues list (1.7). | 2.30 |
| 02/28/20 | PCC | 0023 Review and provide comment on bidding procedures objection (4.6); confer with J. Thompson re: same (.3). | 4.90 |
| 02/28/20 | DP | 0023 Call with Committee professionals re: bidding procedures evidence issues (.5); follow up call with advisors and J. Thompson re: same (.1); correspond internally re: same (.2); call with Akin Lit re: bidding procedures discovery (.6); call with L. Warrick re: same (.1); work on issues re: confidentiality of diligence documents (1.5); confer internally re: same (.2); revise bidding procedures discovery requests (1.8); analyze pleadings re: same (.4); analyze draft objection to bidding procedures motion re: same (.5); emails with Akin FR and Akin Lit re: procedural issues re: bidding procedures discovery (.3). | 6.20 |
| 02/28/20 | JAT | 0023 Participate in call with potential buyers (.5, .4); draft objection to bidding procedures (5.1); participate in call with Miller Buckfire re: same (.5); follow up call with Miller Buckfire and D. Park re: same (.1); call with P. Chen re: same (.3); call with Rich Klein re: same (.1); confer internally re: info sharing (.2). | 7.20 |
| 02/28/20 | MRG | 0023 Research precedent re: bidding procedures. | 0.90 |
| 02/28/20 | LEP | 0023 Draft discovery requests to debtors and non party re bidding procedures motion and bidding procedures (3.5); research prior SEC filings to draft discovery requests (1.7). | 5.20 |
| 02/28/20 | MRR | 0023 Cite check and proofread bid procedures objection. | 3.30 |
| 02/28/20 | ACP | 0023 Correspond internally re: response to Debtors' bid procedures motion (.1); perform research re: service of discovery requests (1); draft subpoena in connection with same (.6). | 1.70 |
| 02/29/20 | PCD | 0023 Review APAs (1.1); review bids (.8); emails re: same (.2); emails re: discovery (.3). | 2.40 |
| 02/29/20 | EDM | 0023 Review and revise objection to Bid Procedures and APA. | 2.40 |
| 02/29/20 | EDM | 0023 Review and analyze competing bid documents (2.7); review and revise issues list (.6). | 3.30 |
| 02/29/20 | MLB | 0023 Work on bid procedures discovery. | 2.00 |
| 02/29/20 | LML | 0023 Review and revise discovery requests in connection with bid procedures hearing (1.2); consider strategy re: same (.9). | 2.10 |
| 02/29/20 | PCC | 0023 Comment on bidding procedures order (3.2); email J. Thompson re: same (.2). | 3.40 |
| 02/29/20 | DP | 0023 Draft (.5) and revise (1.8) discovery requests to Debtors re: bidding procedures motion. | 2.30 |
| 02/29/20 | JAT | 0023 Draft objection to bidding procedures. | 4.10 |
| 02/29/20 | ALS | 0023 Review competing bid materials (3.5); draft asset purchase agreement bid comparison chart re: same (2.6). | 6.10 |
| 02/03/20 | AA | 0024 Review title related matters and lien perfection related matters (.7); correspond internally (.2). | 0.00 |
| 02/14/20 | JAB | 0024 Review, analyze and prepare draft revisions to Rabobank mortgage perfection analysis summary (1.5); review of underlying mortgages in connection with review of certain issues (.5); email correspond with working group re same (.2). | 2.20 |
| 02/14/20 | SJG | 0024 Review mortgage due diligence materials. | 1.30 |
| 02/18/20 | JAB | 0024 Review and analyze mortgage perfection chart (.8); conference internally re same (.3); review of revised perfection chart (.3); prepare summary slide for perfection review process (.2); email correspond with working group re same (.2). | 1.80 |
| 02/18/20 | SJG | 0024 Review real property mortgage due diligence materials. | 5.70 |
| 02/24/20 | JAB | 0024 Review of updated committee summary slides in connection with lien | 1.20 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | review update (.4); correspond internally re lien review matters (.2); review of real property lien review summary in response to inquiries relating to same (.6). | |
| 02/18/20 | MAL | 0025 Travel to Houston (total travel time 6.7 hours). | 3.35 |
| 02/18/20 | JAT | 0025 Travel to Houston (total travel time = 5.00 hours). | 2.50 |
| 02/19/20 | MAL | 0025 Travel from Houston to SFO (total travel time = 6.5 hours). | 3.25 |
| 02/19/20 | JAT | 0025 Travel from Houston to DC (total travel time 5.5 hours). | 2.75 |
| 02/19/20 | ACP | 0025 Travel to Houston and return to Dallas for status conference (total travel time = 6.5 hours). | 3.05 |
| 02/08/20 | JBL | 0027 Email correspondence with D. Quigley re environmental permits in data room. | 0.10 |
| 02/09/20 | JBL | 0027 Email correspondence with D. Quigley re environmental permits and transfer requirements (.2); research and summarize the same for a typical facility (.8). | 1.00 |
| 02/10/20 | JBL | 0027 Review environmental annexes to draft Asset Purchase Agreement and draft email summary of the same (1.0); meet with D. Quigley re: permit transfer requirements (.2). | 1.20 |
| 02/11/20 | JBL | 0027 Email correspondence with D. Quigley re surety bonds (.2); review list of the same (.2). | 0.40 |
| 02/18/20 | JBL | 0027 Continue to review new environmental documents to data room (1.0); summarize the same (.8). | 1.80 |
| 02/28/20 | JBL | 0027 Continue to review new environmental documents in data room (.4); amend diligence memorandum to reflect the same (.3). | 0.70 |
| 02/05/20 | ALS | 0028 Research governance structure re: Company subsidiary. | 1.10 |
| 02/20/20 | ALS | 0028 Review letters of credit and documentation supporting obligations re: same (2.1); prepare insurance policy summary re: same (.4). | 2.50 |
| 02/24/20 | ALS | 0028 Revise public filings timeline. | 0.40 |
| 02/04/20 | PCC | 0031 Prepare summary of rolling stock leases motion for the Committee (.6); email R. Wright re: same (.2); call with R. Wright re: same (.3). | 0.60 |
| 02/05/20 | PCC | 0031 Review rolling stock leases motion and prepare summary presentation for the Committee. | 1.60 |
| Total Hours | | | 1109.00 |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| H B JACOBSON | 10.80 | at | \$1240.00 | = | \$13,392.00 |
| H A TERHUNE | 18.70 | at | \$1055.00 | = | \$19,728.50 |
| S G D'ARCY | 6.70 | at | \$1135.00 | = | \$7,604.50 |
| J R TUCKER | 7.70 | at | \$1115.00 | = | \$8,585.50 |
| P C DUBLIN | 46.40 | at | \$1595.00 | = | \$74,008.00 |
| L H LEYDEN | 15.70 | at | \$1280.00 | = | \$20,096.00 |
| M A LAHAIE | 108.70 | at | \$1350.00 | = | \$146,745.00 |
| J A BAIN | 7.60 | at | \$1095.00 | = | \$8,322.00 |
| M L BRIMMAGE JR. | 37.80 | at | \$1595.00 | = | \$60,291.00 |
| L M LAWRENCE | 13.50 | at | \$1350.00 | = | \$18,225.00 |
| C W ROUSH | 14.30 | at | \$1135.00 | = | \$16,230.50 |
| G JINDAL | 9.10 | at | \$1115.00 | = | \$10,146.50 |
| A M ADLER | 37.00 | at | \$1135.00 | = | \$41,995.00 |
| E D MCGRADY | 118.20 | at | \$965.00 | = | \$114,063.00 |
| J F NEWDECK | 16.00 | at | \$1195.00 | = | \$19,120.00 |
| D E BUSCHING | 5.10 | at | \$1025.00 | = | \$5,227.50 |
| E D FIELD | 0.00 | at | \$0.00 | = | \$0.00 |
| J M CHATALIAN | 17.10 | at | \$975.00 | = | \$16,672.50 |
| A AGAHZADEH | 0.00 | at | \$0.00 | = | \$0.00 |
| S DAVIDOV | 13.10 | at | \$1010.00 | = | \$13,231.00 |

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| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| D S PARK | 54.10 | at | \$960.00 | = | \$51,936.00 |
| R KLAUSNER | 5.30 | at | \$895.00 | = | \$4,743.50 |
| P C CHEN | 61.90 | at | \$775.00 | = | \$47,972.50 |
| J A THOMPSON | 145.95 | at | \$860.00 | = | \$125,517.00 |
| I N FORBES | 5.00 | at | \$565.00 | = | \$2,825.00 |
| A L STEED | 40.30 | at | \$650.00 | = | \$26,195.00 |
| M R GARDINER | 78.30 | at | \$615.00 | = | \$48,154.50 |
| W C PELAK | 23.60 | at | \$895.00 | = | \$21,122.00 |
| A S FAROVITCH | 13.90 | at | \$835.00 | = | \$11,606.50 |
| O OJURONGBE | 40.40 | at | \$535.00 | = | \$21,614.00 |
| E PEEK | 26.80 | at | \$535.00 | = | \$14,338.00 |
| K N MILLER | 5.10 | at | \$575.00 | = | \$2,932.50 |
| A PRAESTHOLM | 24.65 | at | \$650.00 | = | \$16,022.50 |
| J LYMAN | 5.20 | at | \$850.00 | = | \$4,420.00 |
| M E KHADER | 30.00 | at | \$535.00 | = | \$16,050.00 |
| S J GRAVES | 7.00 | at | \$355.00 | = | \$2,485.00 |
| R C ROBINSON | 16.50 | at | \$245.00 | = | \$4,042.50 |
| M R REICHERT | 11.80 | at | \$260.00 | = | \$3,068.00 |
| C T SCHOONMAKER | 9.70 | at | \$215.00 | = | \$2,085.50 |
| B T BEVINS | 0.00 | at | \$0.00 | = | \$0.00 |

Current Fees

\$1,040,813.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|--|------------|
| Computerized Legal Research - Lexis - in contract 30% discount | \$1,154.06 |
| Computerized Legal Research - Westlaw - in contract 30% discount | \$608.90 |
| Courier Service/Messenger Service- Off Site | \$78.75 |
| Color Copy | \$1,453.00 |
| Meals - Overtime | \$34.21 |
| Meals - Business | \$115.64 |
| Meals (100%) | \$20.00 |
| Transcripts | \$154.80 |
| Travel - Airfare | \$2,335.92 |
| Travel - Ground Transportation | \$341.52 |
| Travel - Lodging (Hotel, Apt, Other) | \$421.20 |
| Travel - Telephone & Fax | \$16.00 |
| Local Transportation - Overtime | \$19.16 |
| Travel - Train Fare | \$800.28 |

Current Expenses

\$7,553.44

| <u>Date</u> | | <u>Value</u> |
|-------------|---|--------------|
| 02/04/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: KHADER MITCHELL; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$43.23 |
| 02/06/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER | \$43.23 |

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| | | |
|----------|--|------------|
| | MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 | |
| 02/06/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: SHEPARD'S; Employee: GARDINER MADISON; Charge Type: SHEPARD'S REPORT; Quantity: 2.0 | \$21.62 |
| 02/07/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: SHEPARD'S; Employee: GARDINER MADISON; Charge Type: SHEPARD'S REPORT; Quantity: 4.0 | \$43.25 |
| 02/10/20 | Meals - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 4028244502250006 DATE: 2/25/2020 All working late in office Meals, 02/10/20, Work late on client matters, Sweetgreen, Julie Thompson | \$17.37 |
| 02/11/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: MILLER KATLYNE Date: 2/11/2020 AcctNumber: 1000812018 ConnectTime: 0.0 | \$106.71 |
| 02/11/20 | Meals - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 4028244502250006 DATE: 2/25/2020 All working late in office Meals, 02/11/20, Work late on client matters, Sweetgreens, Julie Thompson | \$16.84 |
| 02/11/20 | Local Transportation - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 4028244502250006 DATE: 2/25/2020 Working Late in Office Taxi/Car/etc, 02/11/20, Work late on client matters, Uber | \$10.27 |
| 02/12/20 | Local Transportation - Overtime VENDOR: THOMPSON, JULIE A. INVOICE#: 4028244502250006 DATE: 2/25/2020 Working Late in Office Taxi/Car/etc, 02/12/20, Work late on client matters, Uber | \$8.89 |
| 02/13/20 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 777814 DATE: 2/13/2020 NAME: THOMPSON JULIE ANN TICKET #: 2171570307 DEPARTURE DATE: 02/18/2020 ROUTE: DCA HOU DCA | \$1,291.96 |
| 02/14/20 | Computerized Legal Research - Westlaw - in contract 30% discount User: MILLER KATLYNE Date: 2/14/2020 AcctNumber: 1000812018 ConnectTime: 0.0 | \$502.19 |
| 02/14/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER | \$43.53 |

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| 02/18/20 | MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Taxi/Car Service/Public Transport, 02/18/20, Travel to Houston for meeting with client, Uber | \$41.82 |
| 02/18/20 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Taxi/Car Service/Public Transport, 02/18/20, Travel to Houston for meeting with client, Uber | \$17.75 |
| 02/18/20 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Lunch, 02/18/20, Travel to Houston for client meeting, Dish Society, Julie Thompson | \$16.78 |
| 02/18/20 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Hotel - Breakfast, 02/18/20, Main Kitchen - breakfast (travel to Houston for client meeting), JW Marriott Downtown Houston, Julie Thompson | \$25.00 |
| 02/18/20 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Hotel - Dinner, 02/18/20, Honor Bar - dinner (travel to Houston for client meeting), JW Marriott Downtown Houston, Julie Thompson | \$34.48 |
| 02/18/20 | Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 287; DATE ORDERED: 2/18/20 | \$287.00 |
| 02/18/20 | Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 322; DATE ORDERED: 2/18/20 | \$322.00 |
| 02/18/20 | Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 212; DATE ORDERED: 2/18/20 | \$212.00 |
| 02/18/20 | Travel - Airfare VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402252306 DATE: 2/25/2020 Airfare, 02/18/20, attend status conference and hearing on KERP/STIP motion | \$543.96 |
| 02/18/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS | \$70.87 |

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| 02/19/20 | CHARGE; Quantity: 1.0 Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Lunch, 02/19/20, Travel to Houston for meeting with client, Alonti Market Cafe, Julie Thompson | \$16.18 |
| 02/19/20 | Meals - Business VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Dinner, 02/19/20, Travel to Houston for client meeting, Subway, Julie Thompson | \$9.08 |
| 02/19/20 | Travel - Lodging (Hotel, Apt, Other) VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Hotel - Lodging, 02/19/20, One night lodging (travel to Houston for client meeting, JW Marriott Downtown Houston | \$421.20 |
| 02/19/20 | Travel - Ground Transportation VENDOR: THOMPSON, JULIE A. INVOICE#: 4028034702251707 DATE: 2/25/2020 Taxi/Car Service/Public Transport, 02/19/20, Travel to Houston for client meeting, Uber | \$21.24 |
| 02/19/20 | Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 318; DATE ORDERED: 2/19/20 | \$318.00 |
| 02/19/20 | Color Copy REQUESTOR: J THOMPSON; DESCRIPTION: COLOR COPIES; QUANTITY: 314; DATE ORDERED: 2/19/20 | \$314.00 |
| 02/19/20 | Travel - Telephone & Fax VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402252306 DATE: 2/25/2020 Travel - WiFi, 02/19/20, attend status conference and hearing on KERP/STIP motion, Southwest Airlines | \$8.00 |
| 02/19/20 | Travel - Telephone & Fax VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 Travel - WiFi, 02/19/20, attend status conference and hearing on KERP/STIP motion, Southwest Airlines | \$8.00 |
| 02/19/20 | Travel - Ground Transportation VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 Taxi/Car Service/Public Transport, 02/19/20, attend status conference and hearing on KERP/STIP motion, Uber | \$36.66 |
| 02/19/20 | Travel - Ground Transportation VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 | \$50.67 |

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| 02/19/20 | Taxi/Car Service/Public Transport, 02/19/20, attend status conference and hearing on KERP/STIP motion, Uber Travel - Ground Transportation VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 | \$70.55 |
| 02/19/20 | Taxi/Car Service/Public Transport, 02/19/20, attend status conference and hearing on KERP/STIP motion, Uber Travel - Ground Transportation VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 | \$34.94 |
| 02/19/20 | Taxi/Car Service/Public Transport, 02/19/20, attend status conference and hearing on KERP/STIP motion, Uber Meals - Business VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 | \$5.91 |
| 02/19/20 | Lunch, 02/19/20, attend status conference and hearing on KERP/STIP motion, The Phenix Cafe, Amanda Praestholm Meals - Business VENDOR: AMANDA PRAESTHOLM INVOICE#: 4032206402281609 DATE: 2/28/2020 | \$8.21 |
| 02/19/20 | Breakfast, 02/19/20, attend status conference and hearing on KERP/STIP motion, Starbucks, Amanda Praestholm Travel - Ground Transportation VENDOR: IRA S. DIZENGOFF INVOICE#: 4016460903181704 DATE: 3/18/2020 | \$67.89 |
| 02/19/20 | Taxi/Car Service/Public Transport, 02/19/20, Uber Car Service from home to LGA re Dean Foods Meeting in Houston, Uber Car Service Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: GARDINER MADISON; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$70.87 |
| 02/19/20 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: R6646417 DATE: 2/19/2020 Ira TICKET #: 0167502109896 DEPARTURE DATE: 02/19/2020 ROUTE: LGAIAH", "NAME: Dizengoff, Ira TICKET #: 0167502109896 DEPARTURE DATE: 02/19/2020 ROUTE: LGAIAH" | \$250.00 |
| 02/19/20 | Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: R6646418 DATE: 2/19/2020 Ira TICKET #: 0167502109895 DEPARTURE DATE: 02/19/2020 ROUTE: LGAIAH", "NAME: Dizengoff, Ira TICKET #: 0167502109895 | \$250.00 |

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| | DEPARTURE DATE: 02/19/2020 ROUTE: LGAIAH" | |
| 02/21/20 | Transcripts VENDOR: JUDICIAL TRANSCRIBERS OF TEXAS LLC INVOICE#: 61728 DATE: 2/21/2020 | \$154.80 |
| 02/23/20 | Transcript re February 19, 2020 Hearing Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: SL-184-16 DATE: 2/23/2020 | \$20.00 |
| 02/25/20 | Madison Gardiner - Akura Sushi - 2/20/2020 - Overtime Meal Courier Service/Messenger Service- Off Site VENDOR: MACH 5 COURIERS, INC INVOICE#: 52944 DATE: 2/25/2020 | \$78.75 |
| 02/27/20 | Courier services Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: REICHERT MOLLY; Charge Type: ACCESS CHARGE; Quantity: 1.0 | \$70.87 |
| 02/27/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: THOMPSON JULIE; Charge Type: ACCESS CHARGE; Quantity: 10.0 | \$708.65 |
| 02/27/20 | Computerized Legal Research - Lexis - in contract 30% discount Service: US LAW REVIEWS AND JOURNALS; Employee: THOMPSON JULIE; Charge Type: DOC ACCESS; Quantity: 1.0 | \$37.94 |
| 02/28/20 | Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: R6675702 DATE: 2/28/2020 Julie Ann TICKET #: A84B64 DEPARTURE DATE: 03/03/2020 ROUTE: 490325", "NAME: Thompson, Julie Ann TICKET #: A84B64 DEPARTURE DATE: 03/03/2020 ROUTE: 490325" | \$400.28 |
| 02/28/20 | Travel - Train Fare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: R6675732 DATE: 2/28/2020 Erica TICKET #: A8618E DEPARTURE DATE: 03/03/2020 ROUTE: 490- 325", "NAME: Mcgrady, Erica TICKET #: A8618E DEPARTURE DATE: 03/03/2020 ROUTE: 490325" | \$400.00 |

Current Expenses

\$7,553.44

Total Amount of This Invoice

\$1,048,366.94

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EXHIBIT I

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**ORDER APPROVING FIRST INTERIM FEE APPLICATION
OF AKIN GUMP STRAUSS HAUER & FELD LLP FOR ALLOWANCE
AND PAYMENT OF FEES AND EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
THE PERIOD FROM DECEMBER 3, 2019 THROUGH FEBRUARY 29, 2020**

Upon consideration of the *First Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP for Allowance and Payment of Fees and Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from December 3, 2019 through February 29, 2020* (the “Application”)² filed by Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel for the official committee of unsecured creditors (the “Committee”) of Southern Foods Group, LLC, et al. (collectively, the “Debtors”), the Court finds that: (a) it has jurisdiction over the matters raised

1 The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective
Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681);
Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country
Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean
Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC
(7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services
II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico
Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190);
Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures,
LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy
Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC
(9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130);
Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC
(2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle
Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is
2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms not defined herein shall have the meaning set forth in the Application.

in the Application pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the fees and expenses requested are reasonable, necessary, and beneficial to the Debtors' estates and should be allowed; (d) proper and adequate notice of the Application and hearing thereon has been given, no objections to the Application having been filed, and no other or further notice is required; and (e) good and sufficient cause exists for granting the relief herein, after due deliberation upon the Application and all relevant proceedings before the Court in connection with the Application. Therefore, **IT IS HEREBY ORDERED THAT:**

1. Akin Gump shall be allowed interim compensation of fees in the amount of \$3,610,836.00 and reimbursement of expenses in the amount of \$37,756.86 for services rendered on behalf of the Committee for the period of December 3, 2019 to February 29, 2020.

2. The Debtors are authorized and directed to pay Akin Gump and the Committee Members the unpaid portion of all fees and expenses allowed pursuant to this Order.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2020
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE